

MARVEL[®]
ANNUAL

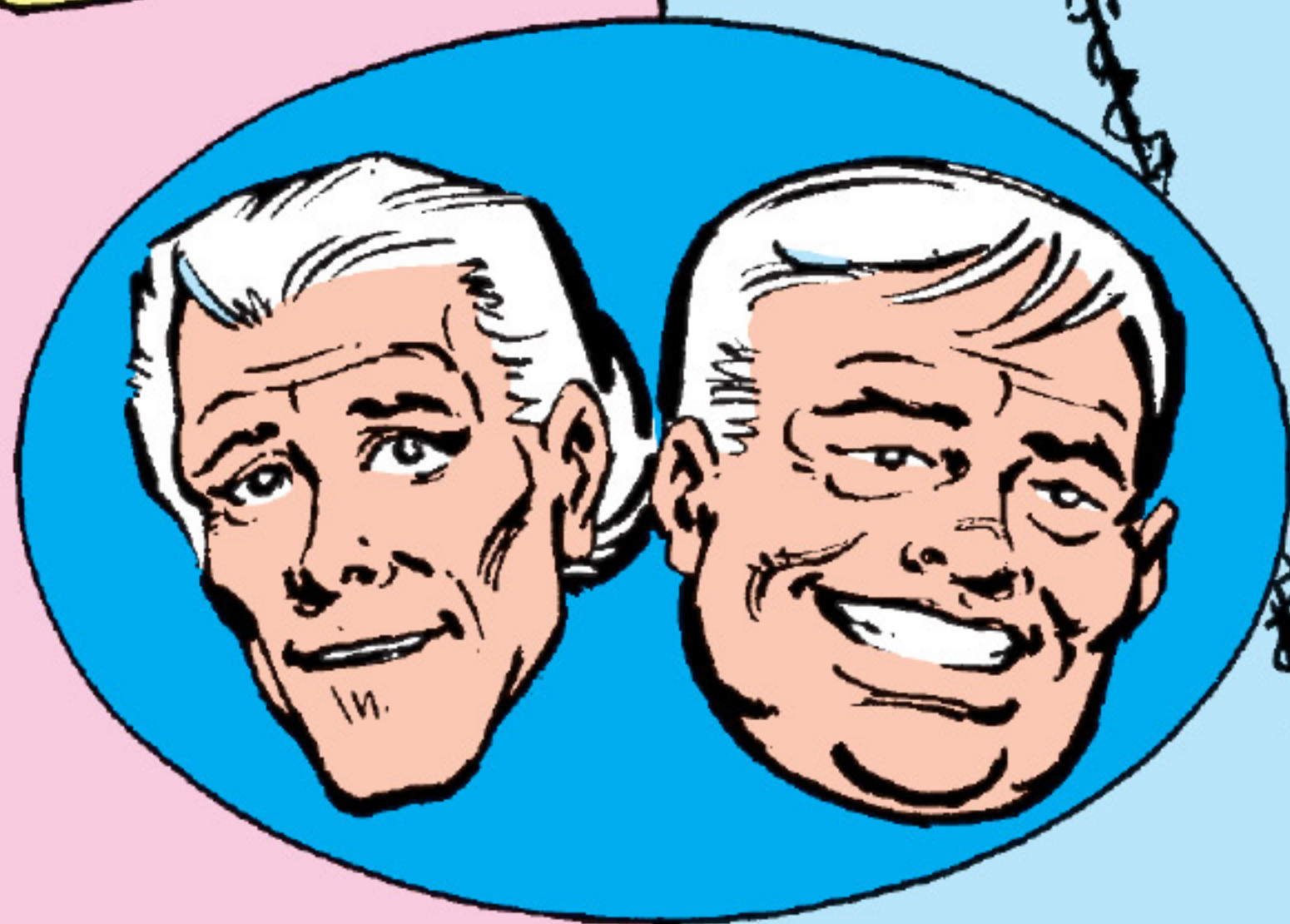


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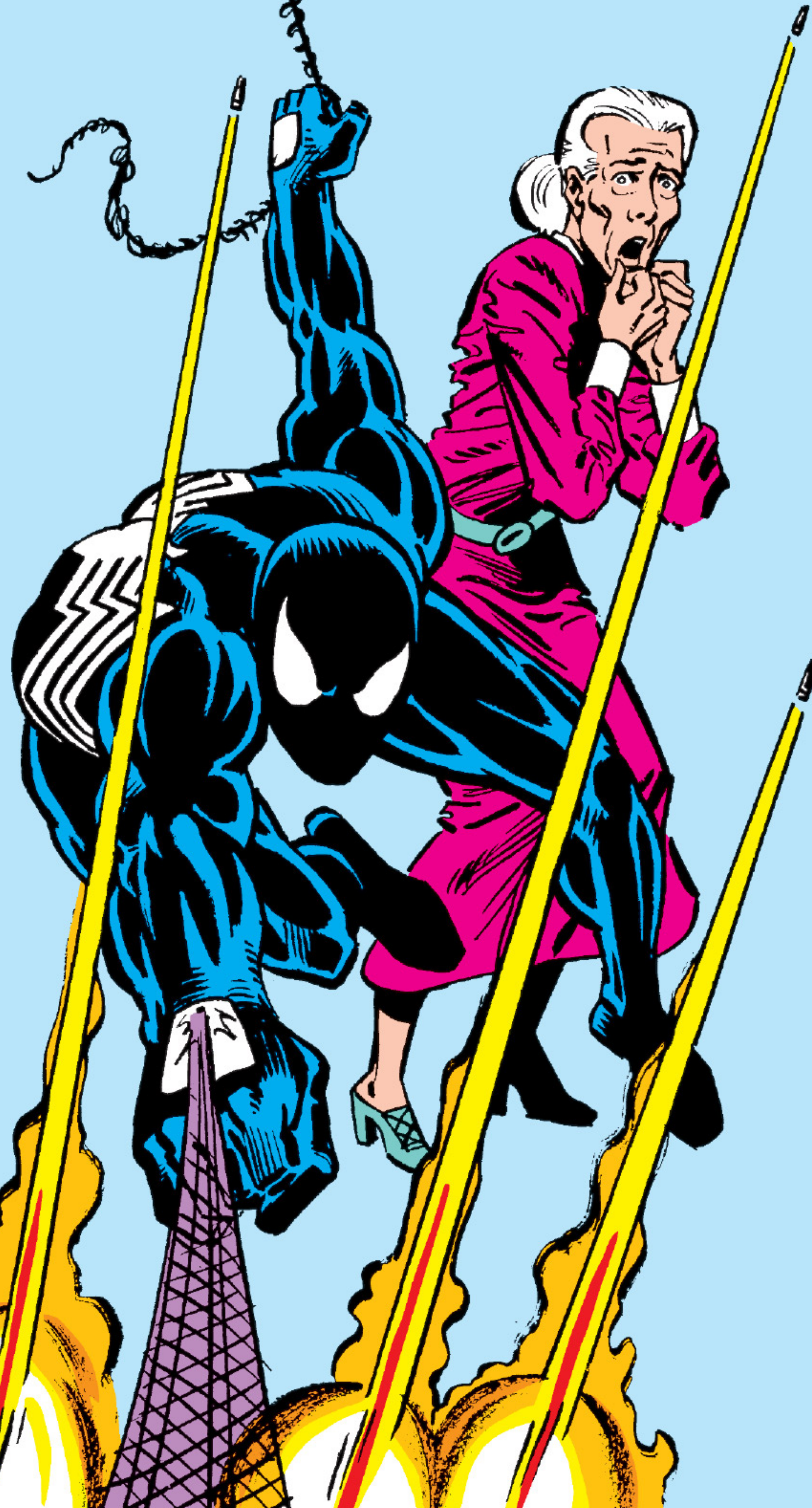
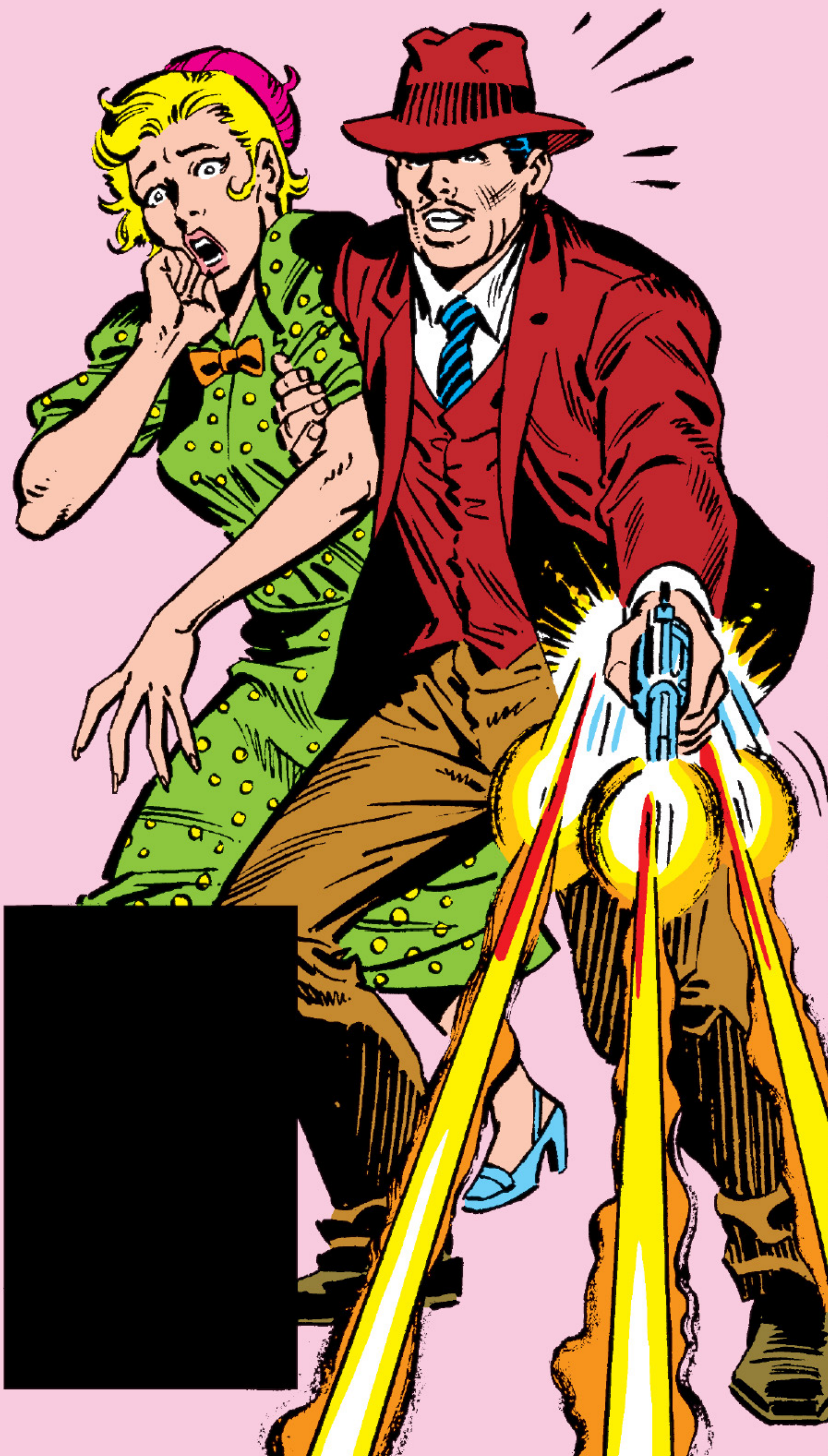
APPROVED
BY THE
COMICS
CODE
AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN ANNUAL

BEFORE SHE
MARRIED BEN
PARKER, AUNT
MAY LOVED
ANOTHER MAN--
A **CRIMINAL!**



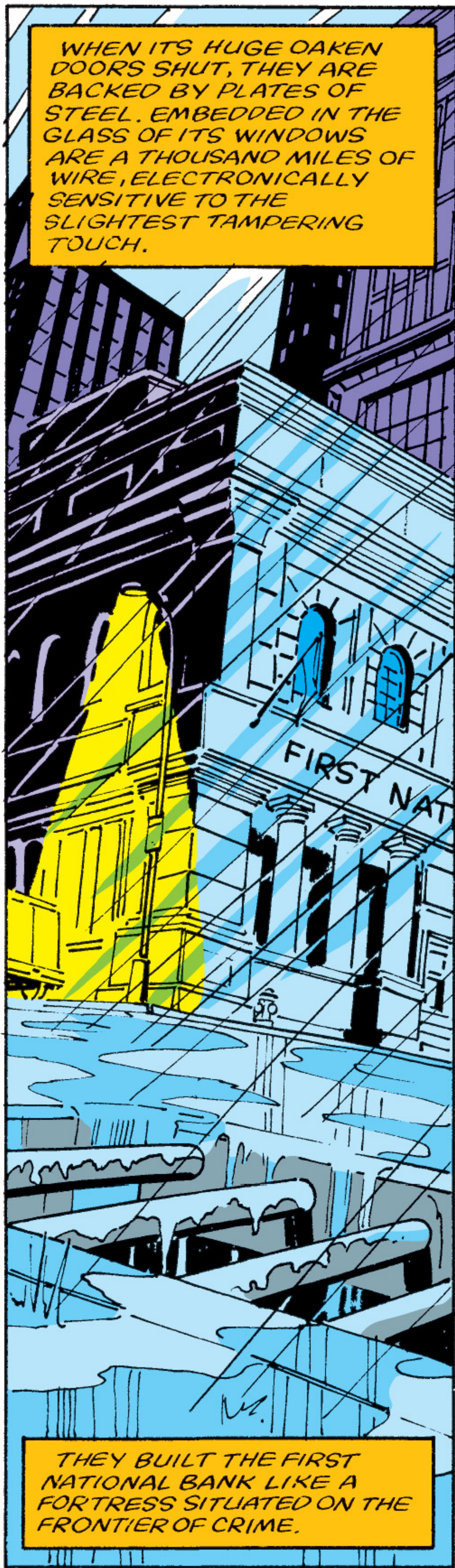
NOW HE'S
BACK. AND
IF HE CAN'T
HAVE HER--
NO ONE
WILL!





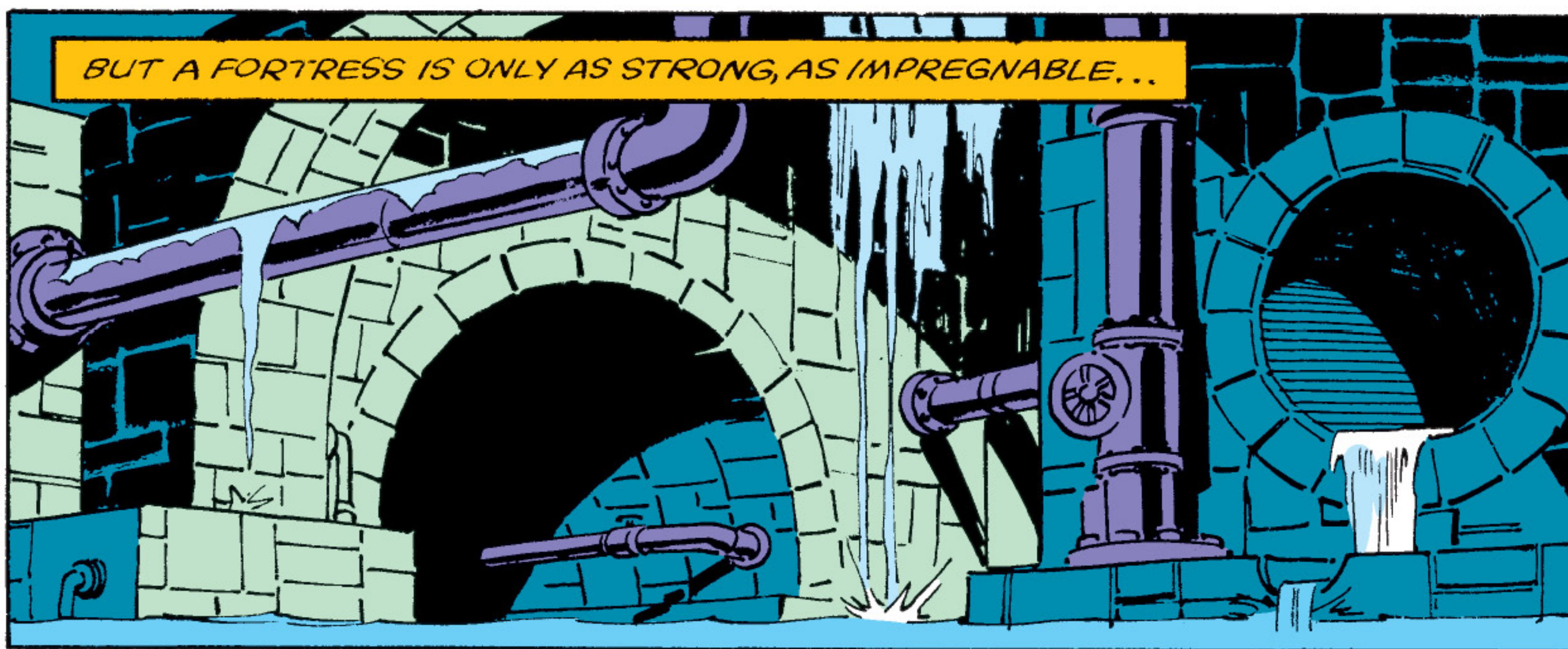
WHEN THEY BUILT THE FIRST NATIONAL BANK, THEY BUILT IT LIKE THE ROCK OF AGES... BUILT IT TO LAST AS LONG AS MAN PLACED VALUE IN THE KIND OF CURRENCY STORED IN ITS VAULTS...

ITS WALLS ARE VERMONT MARBLE, TORN FROM THE QUARRIES OF THE GREEN MOUNTAINS AT THE TURN OF THE CENTURY... THE SAME KIND OF STONE THAT WAS USED TO BUILD THE LIBRARY OF CONGRESS...

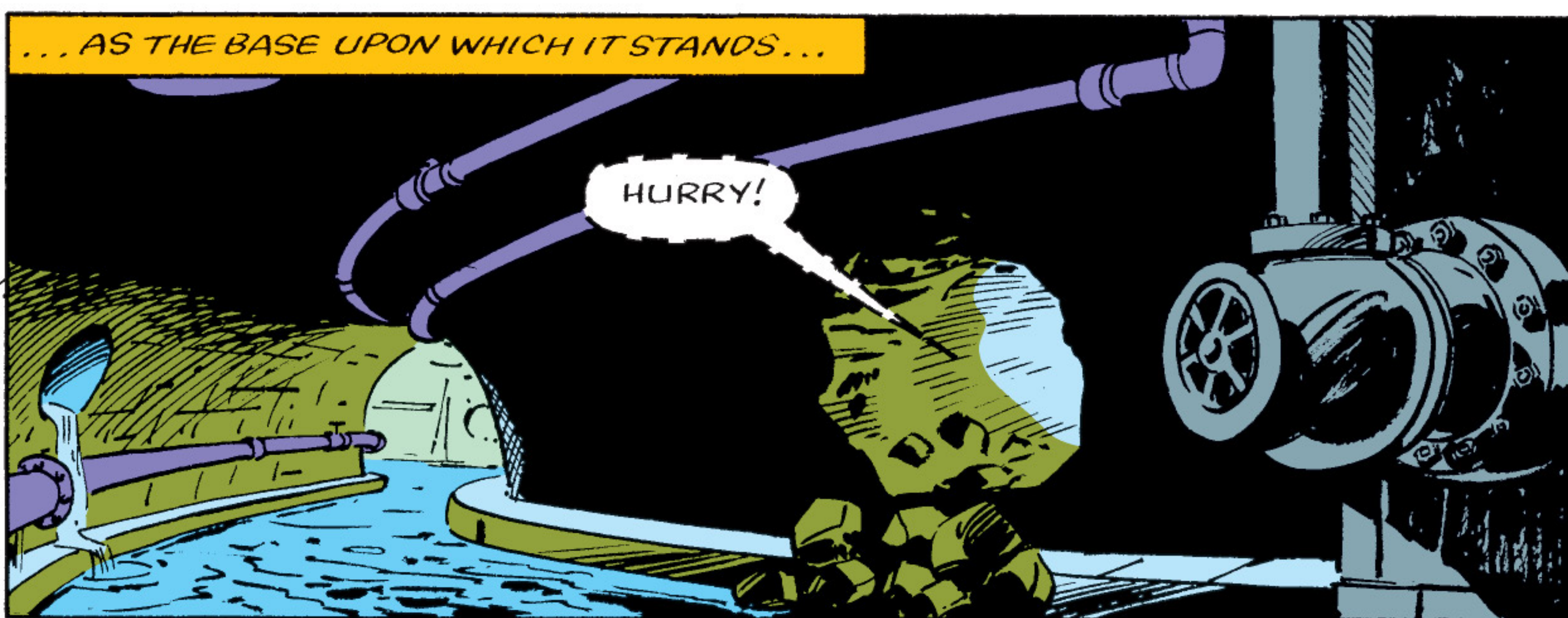


WHEN ITS HUGE OAKEN DOORS SHUT, THEY ARE BACKED BY PLATES OF STEEL. EMBEDDED IN THE GLASS OF ITS WINDOWS ARE A THOUSAND MILES OF WIRE, ELECTRONICALLY SENSITIVE TO THE SLIGHTEST TAMPERING TOUCH.

THEY BUILT THE FIRST NATIONAL BANK LIKE A FORTRESS SITUATED ON THE FRONTIER OF CRIME.

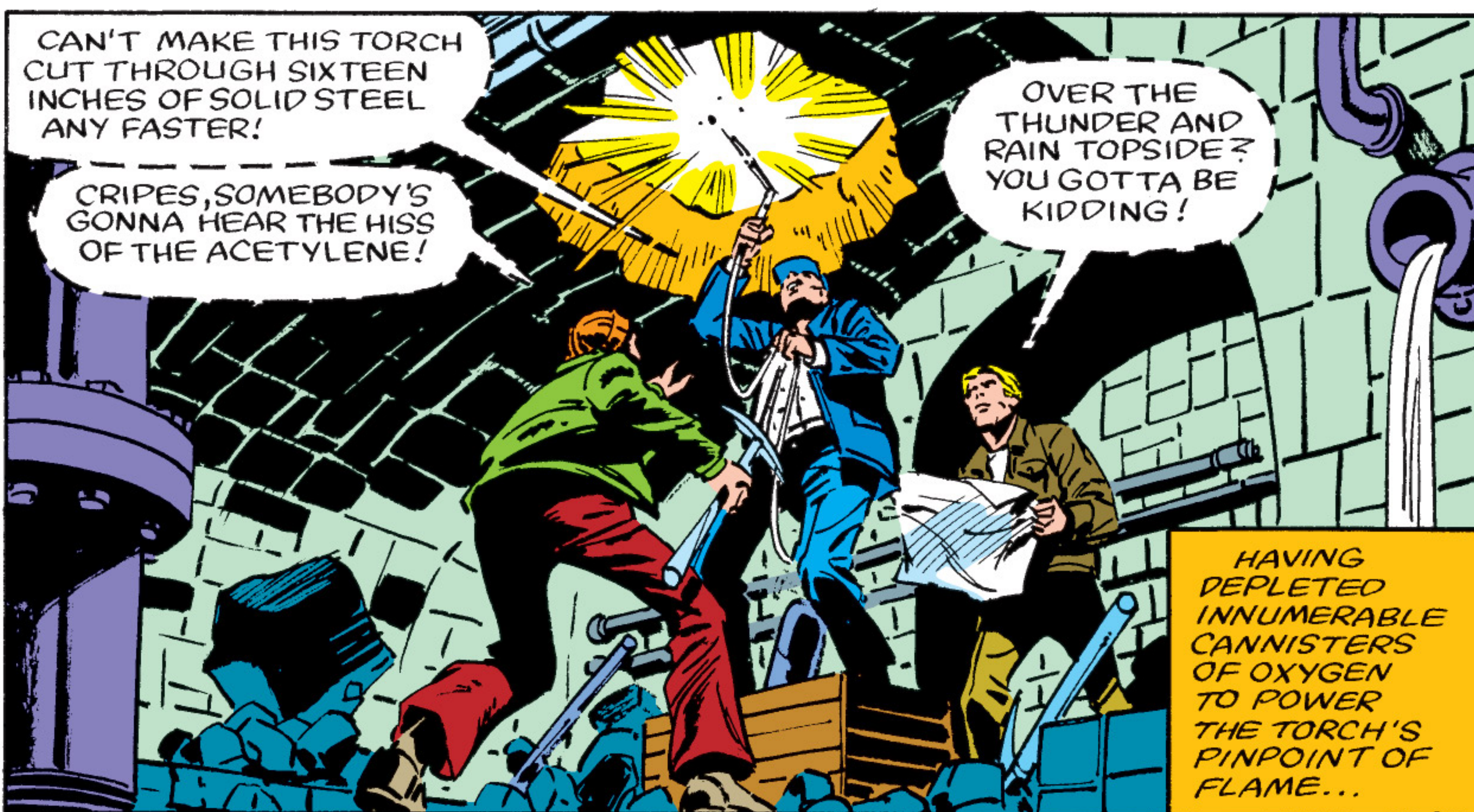


BUT A FORTRESS IS ONLY AS STRONG, AS IMPREGNABLE...



... AS THE BASE UPON WHICH IT STANDS...

HURRY!



CAN'T MAKE THIS TORCH CUT THROUGH SIXTEEN INCHES OF SOLID STEEL ANY FASTER!

CRIPES, SOMEBODY'S GONNA HEAR THE HISS OF THE ACETYLENE!

OVER THE THUNDER AND RAIN TOPSIDE? YOU GOTTA BE KIDDING!

HAVING DEPLETED INNUMERABLE CANNISTERS OF OXYGEN TO POWER THE TORCH'S PINPOINT OF FLAME...

... THE LARCENOUS TRIO FINDS ITS PATIENCE AND PLANNING REWARDED AS THE CEILING ABOVE THEM FINALLY YIELDS-- AND THE ROBBERS RAISE THEMSELVES UP INTO THE PROMISED LAND...



THE ROBBER'S WARNING CRY RISES IN THE NIGHT...

... AND THE SILENCE IS IRREVOCABLY SHATTERED!

Stan Lee
PRESENTS:

MEMORY LANE!

BILL MANTLO --- STORY
KERRY GAMMILL AND
SAL BUSCEMA --- PENCILS
CARLOS GARZON --- INKS
JANICE CHIANG --- LETTERS
GEORGE ROUSSOS --- COLORS
DANNY FINGEROTH --- EDITOR
JIM SHOOTER --- EDITOR-IN-CHIEF

IT'S SPIDER-MAN!

YES, IT IS!

SILENCE IS FORGOTTEN AS THE BARK OF HANDGUNS COMPETES WITH THE ROLL OF THE THUNDER.

POW

POW

SPIDER-MAN'S THE ONLY ONE STANDING BETWEEN US AND RETIREMENT! KEEP SHOOTING! BRING HIM DOWN!

SPIDER-MAN'S
THE ONLY ONE
STANDING
BETWEEN US
AND RETIREMENT!
KEEP SHOOTING!
BRING HIM
DOWN!

A dynamic comic book illustration of Spider-Man in his blue and black suit, shown in mid-air dodging several red laser-like beams that represent bullets. He is positioned in the center, with his body angled to avoid the incoming fire. The background features a stylized cityscape with blue buildings and white clouds against a light blue sky. Two yellow speech bubbles with black text are present: one at the top right and one at the bottom right. The art style is classic comic book illustration with bold lines and a limited color palette.

BUT, THOUGH THE
AIR IS FILLED WITH
FLYING LEAD...

...HIS DANGER-
DETECTING
INSTINCT, HIS
SPIDER-SENSE,
ENABLES
THE AMAZING
SPIDER-MAN TO AVOID
HARM.

...HIS DANGER-
DETECTING
INSTINCT, HIS
SPIDER-SENSE,
ENABLES
THE AMAZING
SPIDER-MAN
TO AVOID
HARM.

BLOCKS AWAY, THE CRASH OF GUNFIRE ALERTS OTHERS.

KRAK
POW
KPOW

WHILE...

HUH? H-HE'S SWINGING RIGHT ON PAST-- WITHOUT EVEN TRYING TO CATCH US!

I DON'T THINK HE EVER EVEN NOTICED THAT WE WERE HERE!

HUH? H-HE'S
SWINGING RIGHT
ON PAST--
WITHOUT EVEN
TRYING TO
CATCH US!

I DON'T THINK HE EVER
EVEN NOTICED THAT WE
WERE HERE!

THEN BY FIRING OUR GUNS, ALL WE DID WAS ALERT...

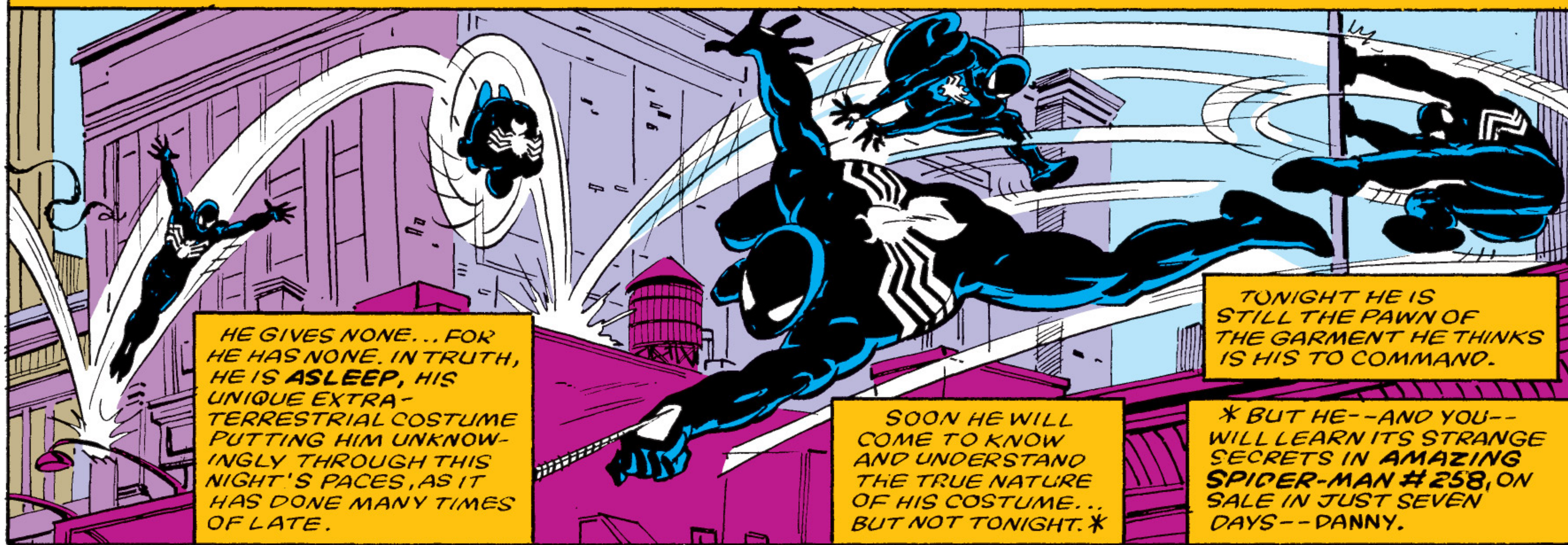
THE COPS!

THE MONEY WILL BE RETURNED TO THE FIRST NATIONAL BANK. THE FORTRESS WILL BE REINFORCED. THE SILENCE WILL BE RESTORED.

THE COPS!

THE MONEY WILL BE RETURNED TO THE FIRST NATIONAL BANK. THE FORTRESS WILL BE REINFORCED. THE SILENCE WILL BE RESTORED.

AS FOR THE SPECTACULAR SPIDER-MAN, HE SWINGS ON HIS WAY, GIVING NO EXPLANATION FOR THE MERELY PASSIVE PART HE HAS PLAYED IN FOILING A FELONY.



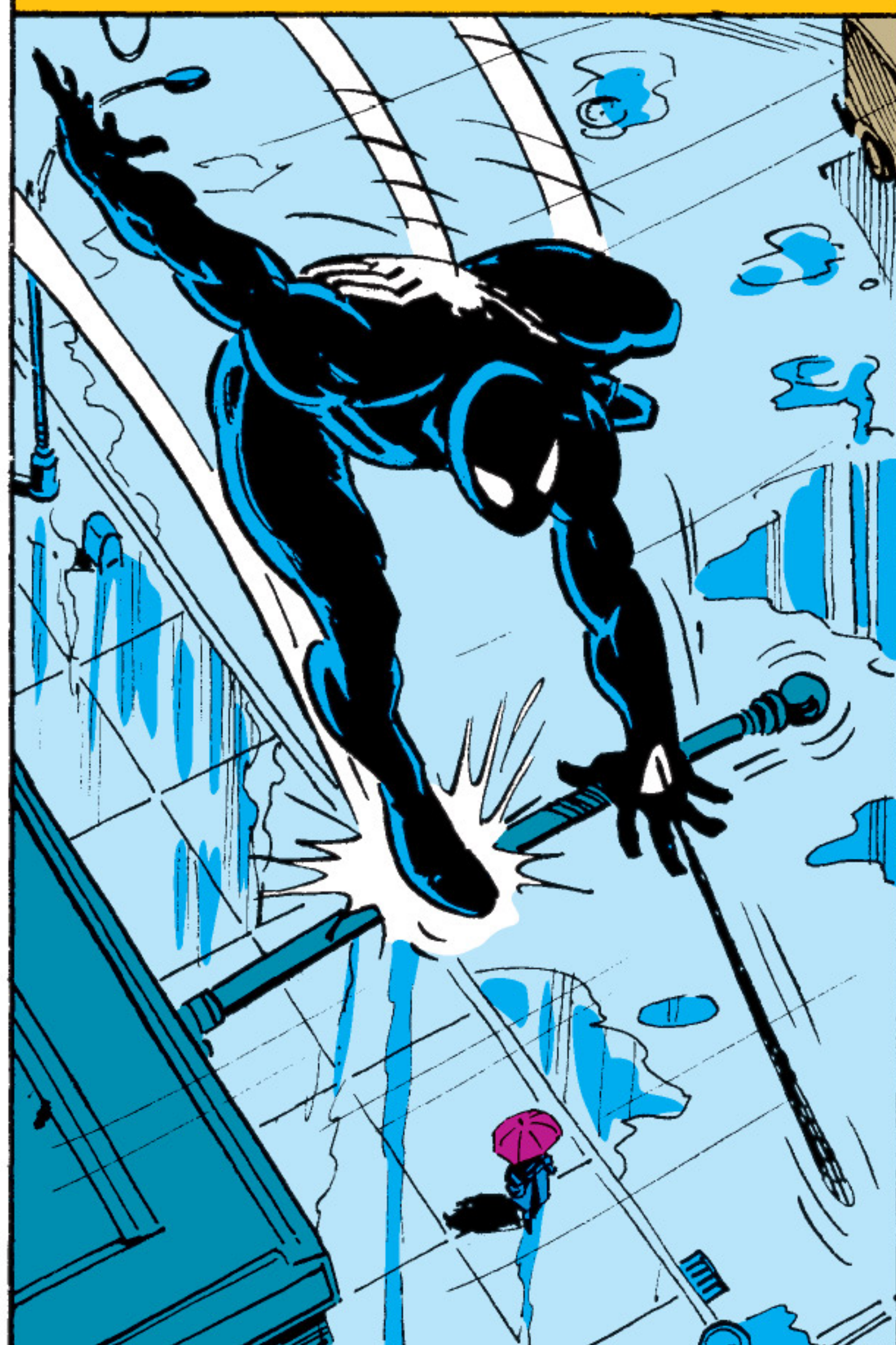
HE GIVES NONE... FOR HE HAS NONE. IN TRUTH, HE IS ASLEEP, HIS UNIQUE EXTRA-TERRESTRIAL COSTUME PUTTING HIM UNKNOWN-INGLY THROUGH THIS NIGHT'S PACES, AS IT HAS DONE MANY TIMES OF LATE.

SOON HE WILL COME TO KNOW AND UNDERSTAND THE TRUE NATURE OF HIS COSTUME... BUT NOT TONIGHT.*

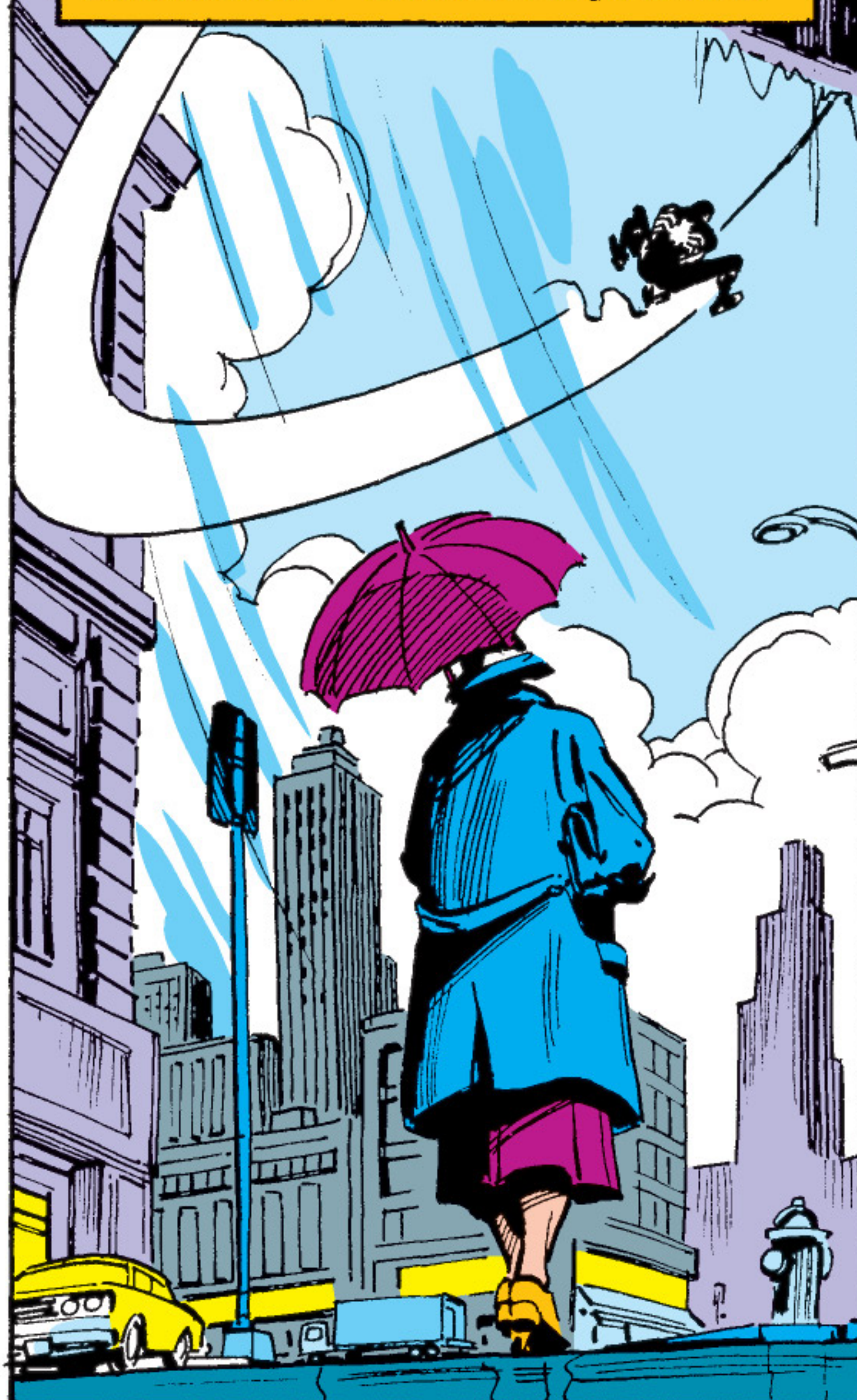
TONIGHT HE IS STILL THE PAWN OF THE GARMENT HE THINKS IS HIS TO COMMAND.

* BUT HE--AND YOU-- WILL LEARN ITS STRANGE SECRETS IN **AMAZING SPIDER-MAN #258**, ON SALE IN JUST SEVEN DAYS--DANNY.

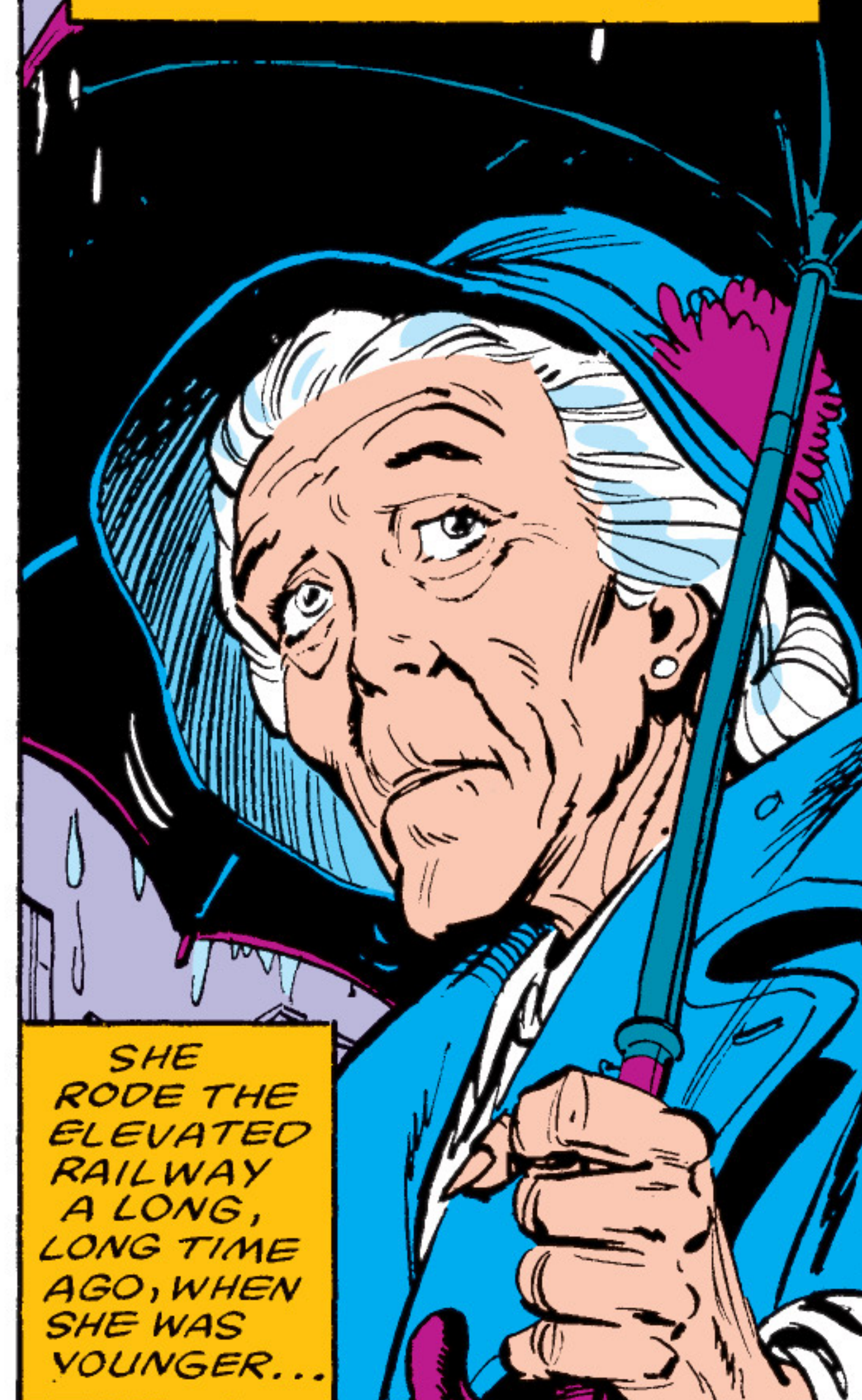
HIS SLENDER WEBLINE CARRIES SPIDER-MAN ON THROUGH THE STORM. AGAINST THE DARK LOOMING THUNDER-CLOUDS, THE WHITE IN HIS COSTUME FLASHES LIKE LIGHTNING.



IT IS HIS STARTLING SLASH THROUGH THE SKY THAT CATCHES THE EYES OF A LONE OLD WOMAN WALKING THE RAINSWEEP STREETS BELOW.

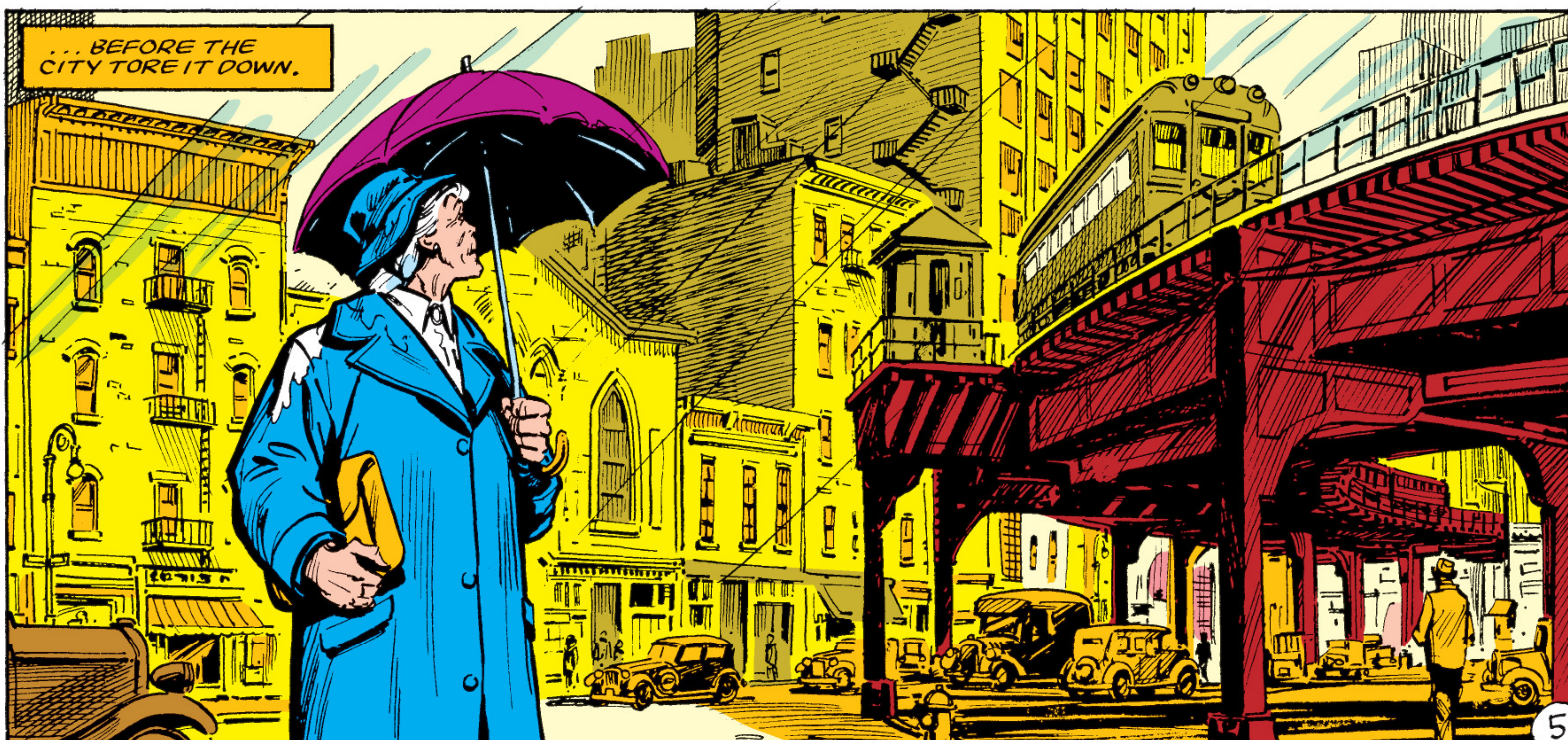


BUT TO MAY PARKER, THE MOVEMENT OVERHEAD APPEARS TO BE NO MORE THAN THE LIGHTS ACCOMPANYING THE THUNDEROUS PASSAGE OF THE THIRD AVENUE "EL".



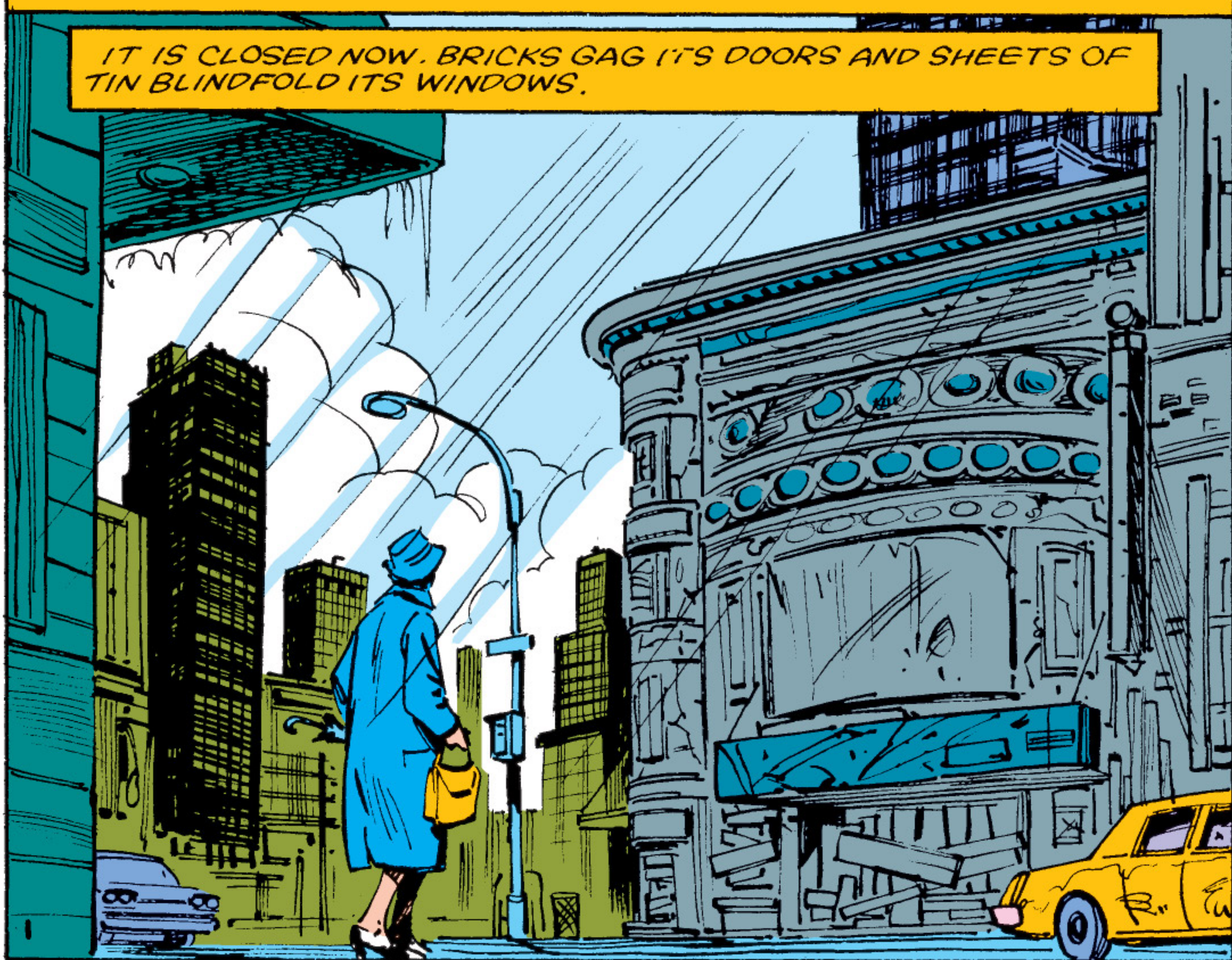
SHE RODE THE ELEVATED RAILWAY A LONG, LONG TIME AGO, WHEN SHE WAS YOUNGER...

... BEFORE THE CITY TORE IT DOWN.



ACROSS THE STREET FROM WHERE MAY PARKER STANDS, AN ANCIENT PILE REARS DARK AND BROODING INTO THE DRIVING RAIN.

IT IS CLOSED NOW. BRICKS GAG ITS DOORS AND SHEETS OF TIN BLINDFOLD ITS WINDOWS.



BUT MAY PARKER SEES BEYOND ITS FADED FACADE TO A BETTER TIME...



... WHEN MUSIC BEING PLAYED UPON THE BRIGHT BANDSTAND OF DANCELAND FLOWED OUT ACROSS THE DANCE FLOOR TO FILL HER WITH MELODIES EXISTING ONLY IN HER MEMORIES NOW.



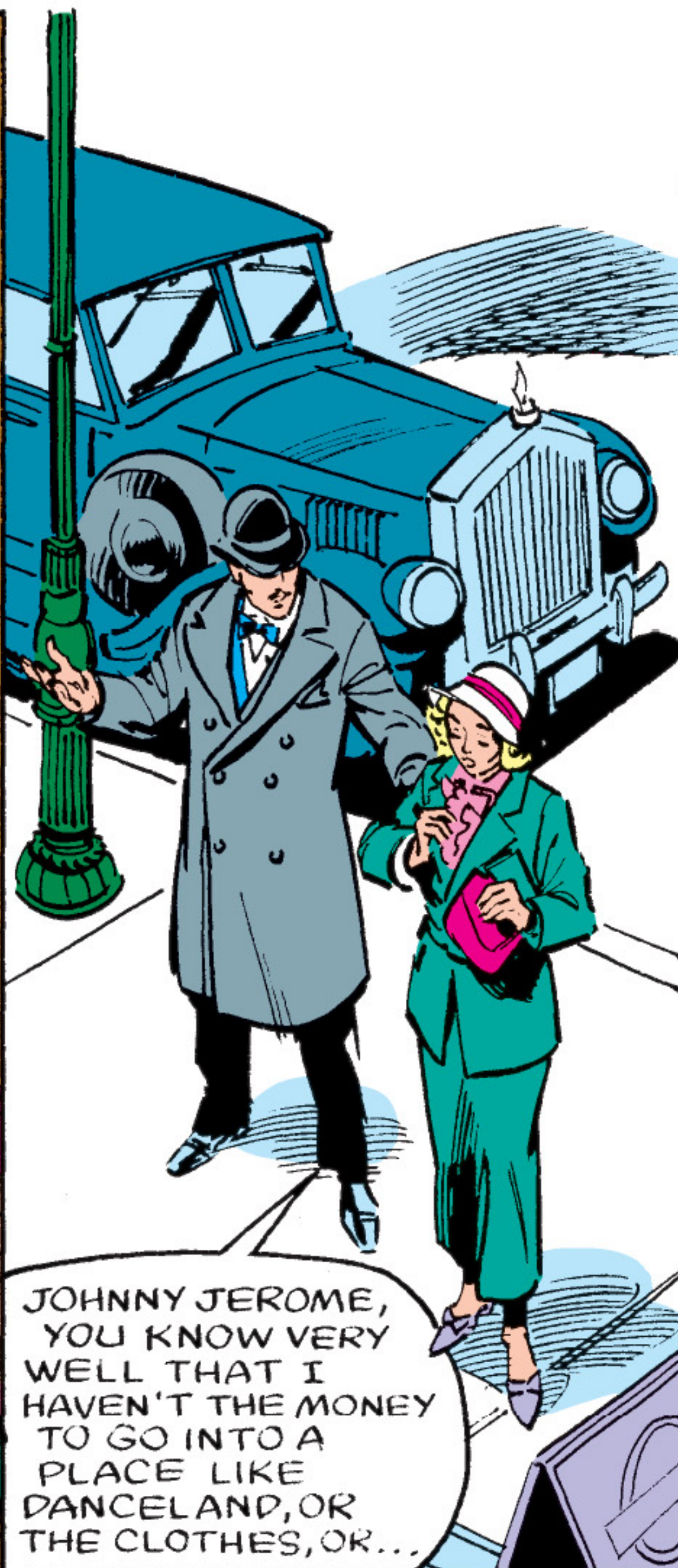
MAY?

GOIN' DANCIN' WITH ME, SWEETHEART?

SHE WAS YOUNGER THEN...



... AND VERY, VERY LOVELY.

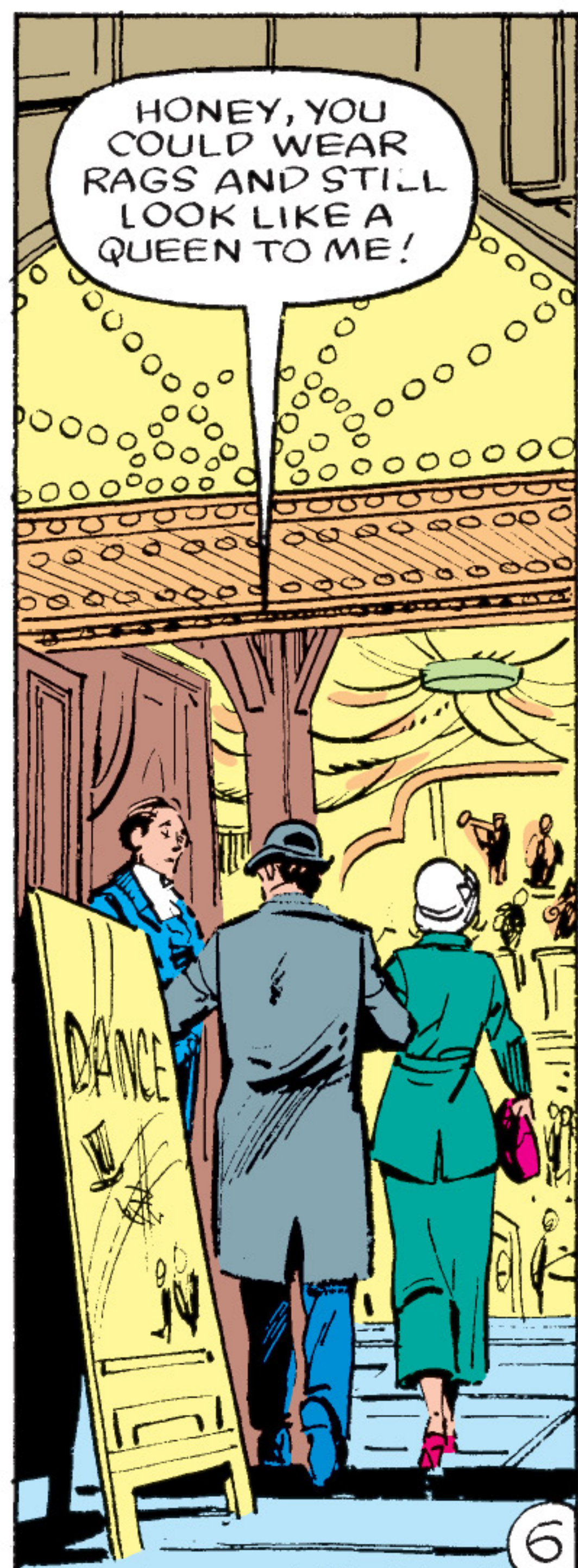


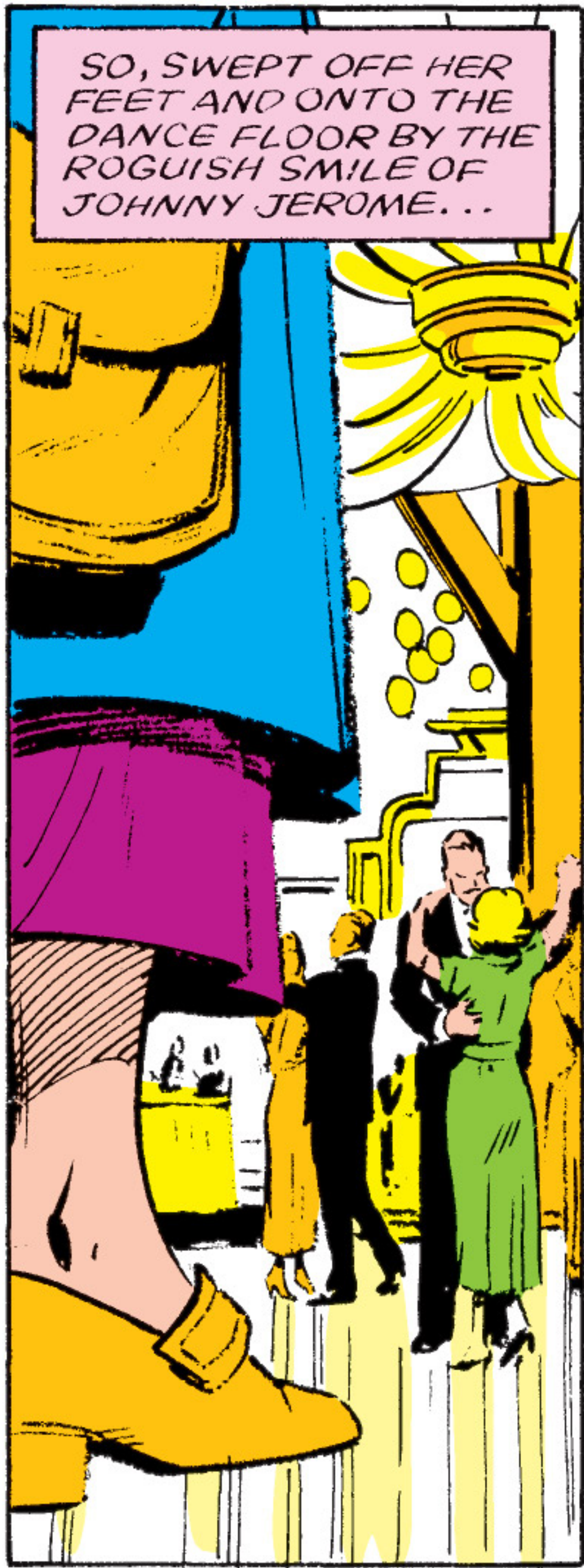
JOHNNY JEROME, YOU KNOW VERY WELL THAT I HAVEN'T THE MONEY TO GO INTO A PLACE LIKE DANCELAND, OR THE CLOTHES, OR...

FORGET THE MONEY, BABE! I TOOK CARE OF THAT! AND AS FOR THE CLOTHES...

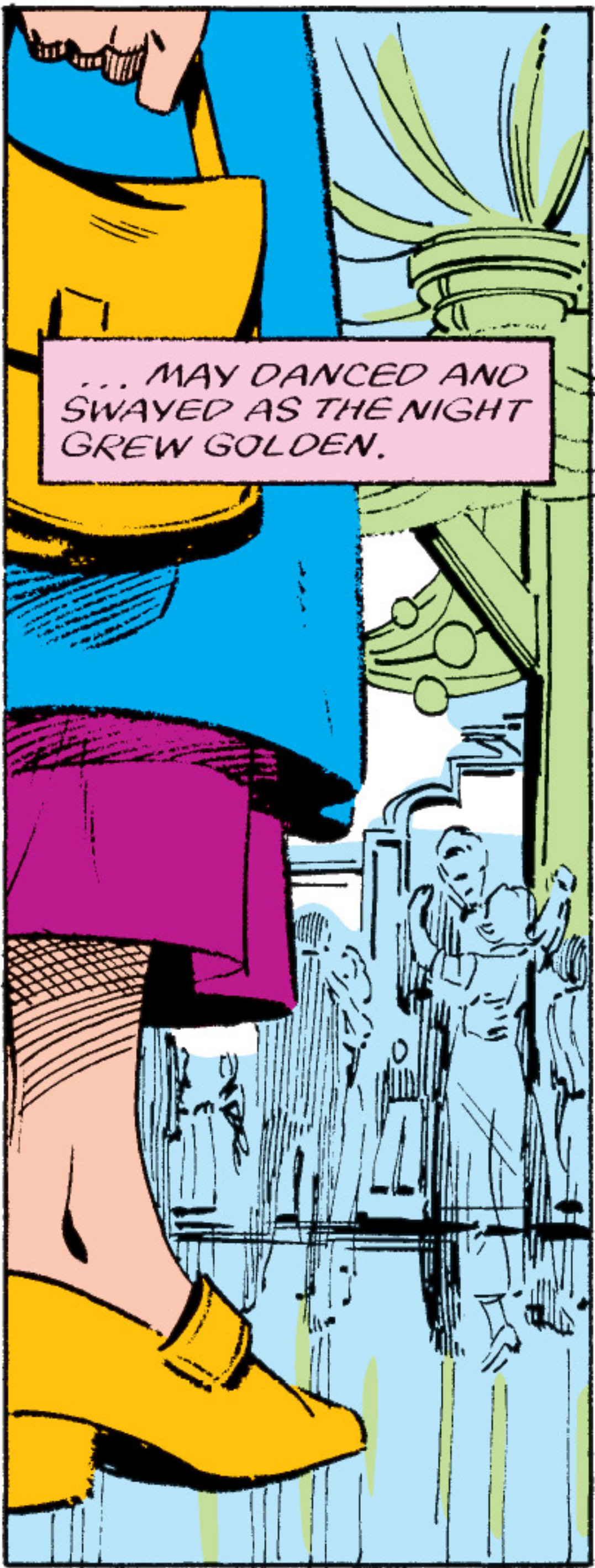


HONEY, YOU COULD WEAR RAGS AND STILL LOOK LIKE A QUEEN TO ME!

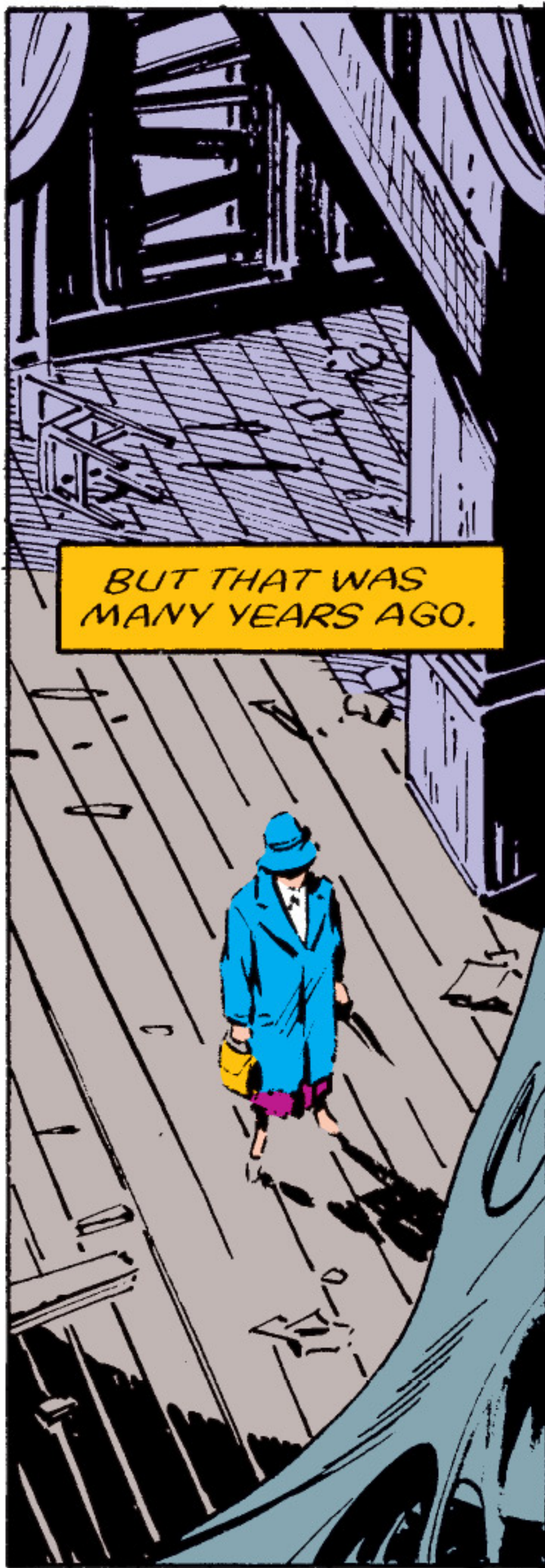




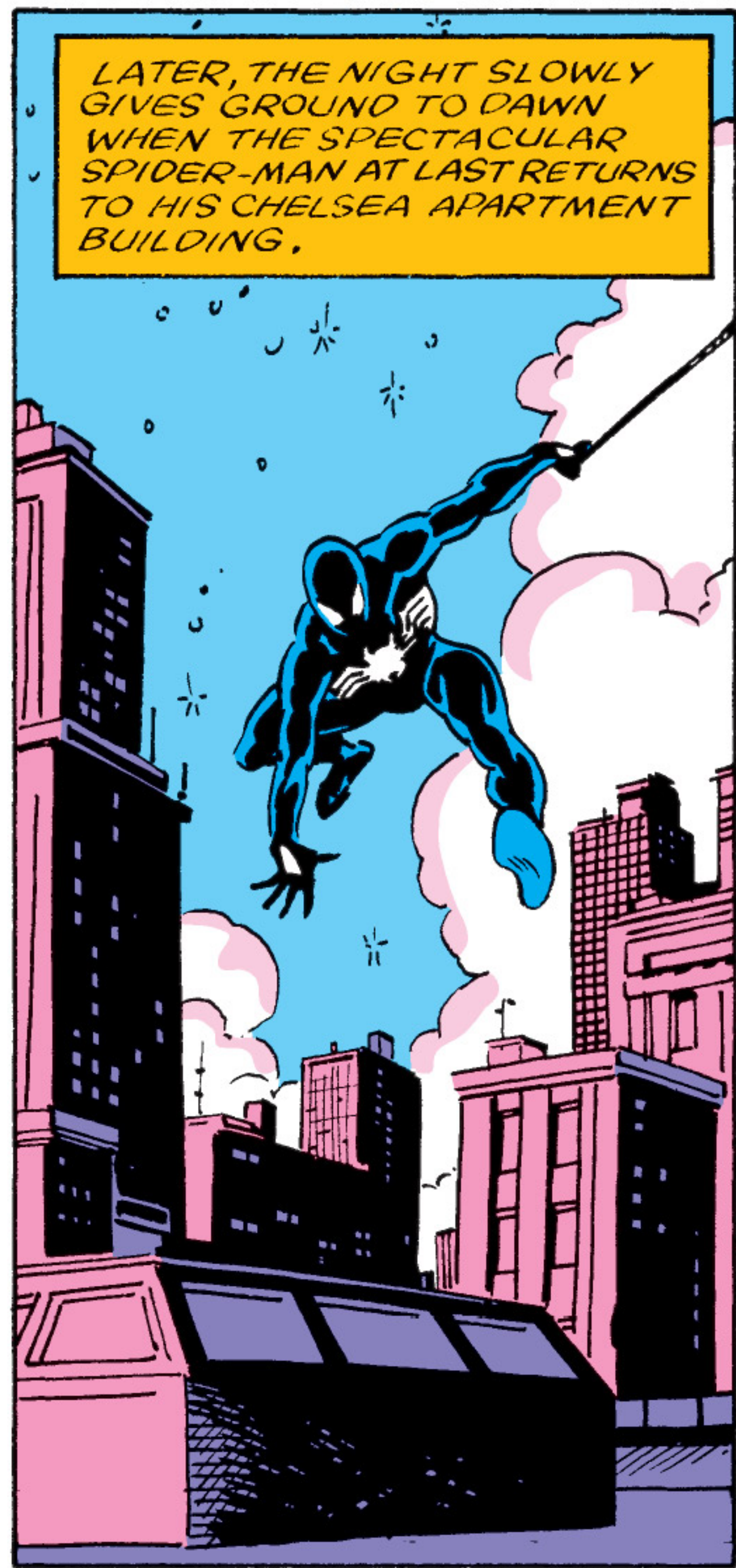
SO, SWEEPED OFF HER FEET AND ONTO THE DANCE FLOOR BY THE ROGUISH SMILE OF JOHNNY JEROME...



... MAY DANCED AND SWAYED AS THE NIGHT GREW GOLDEN.



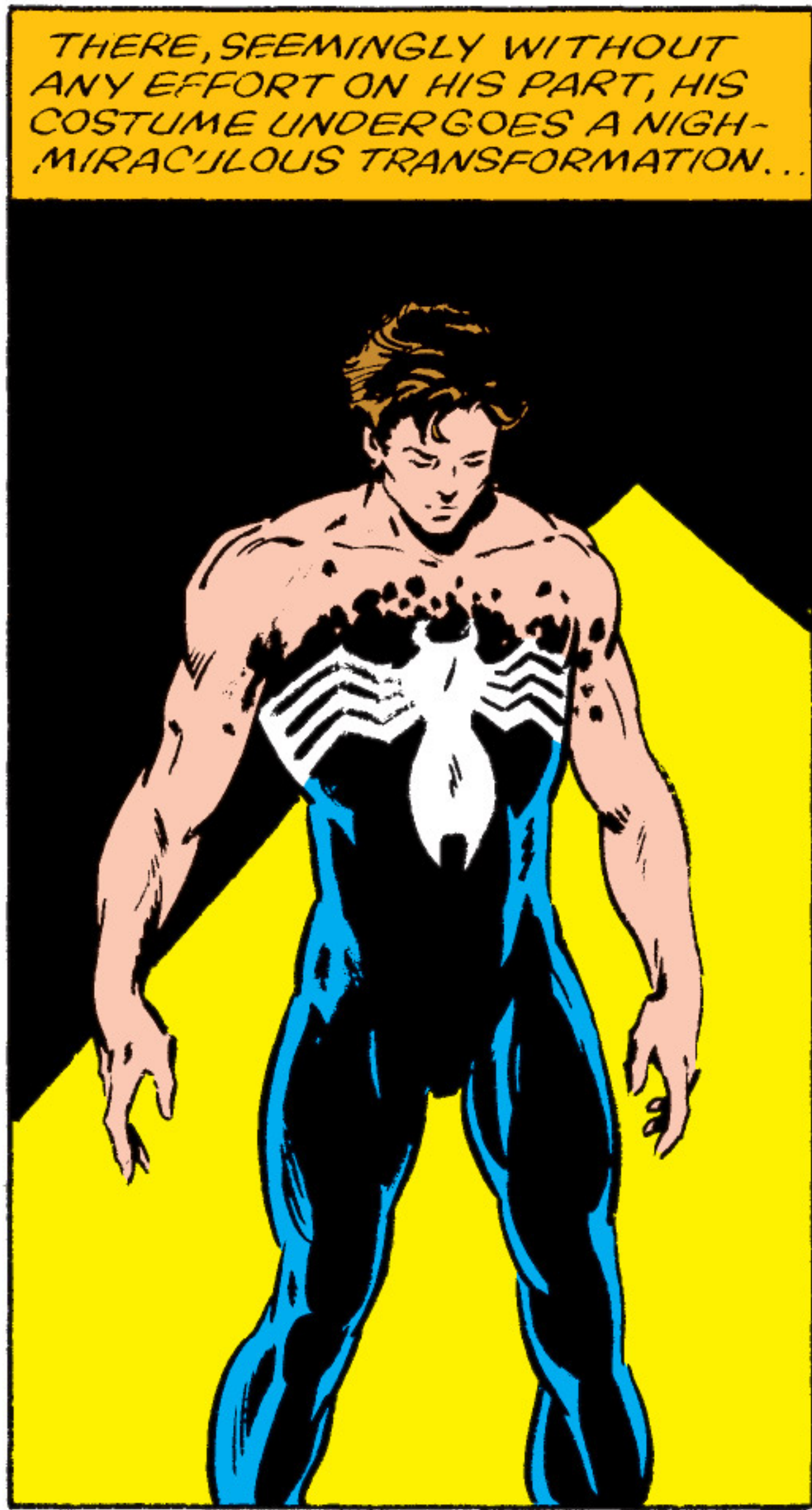
BUT THAT WAS MANY YEARS AGO.



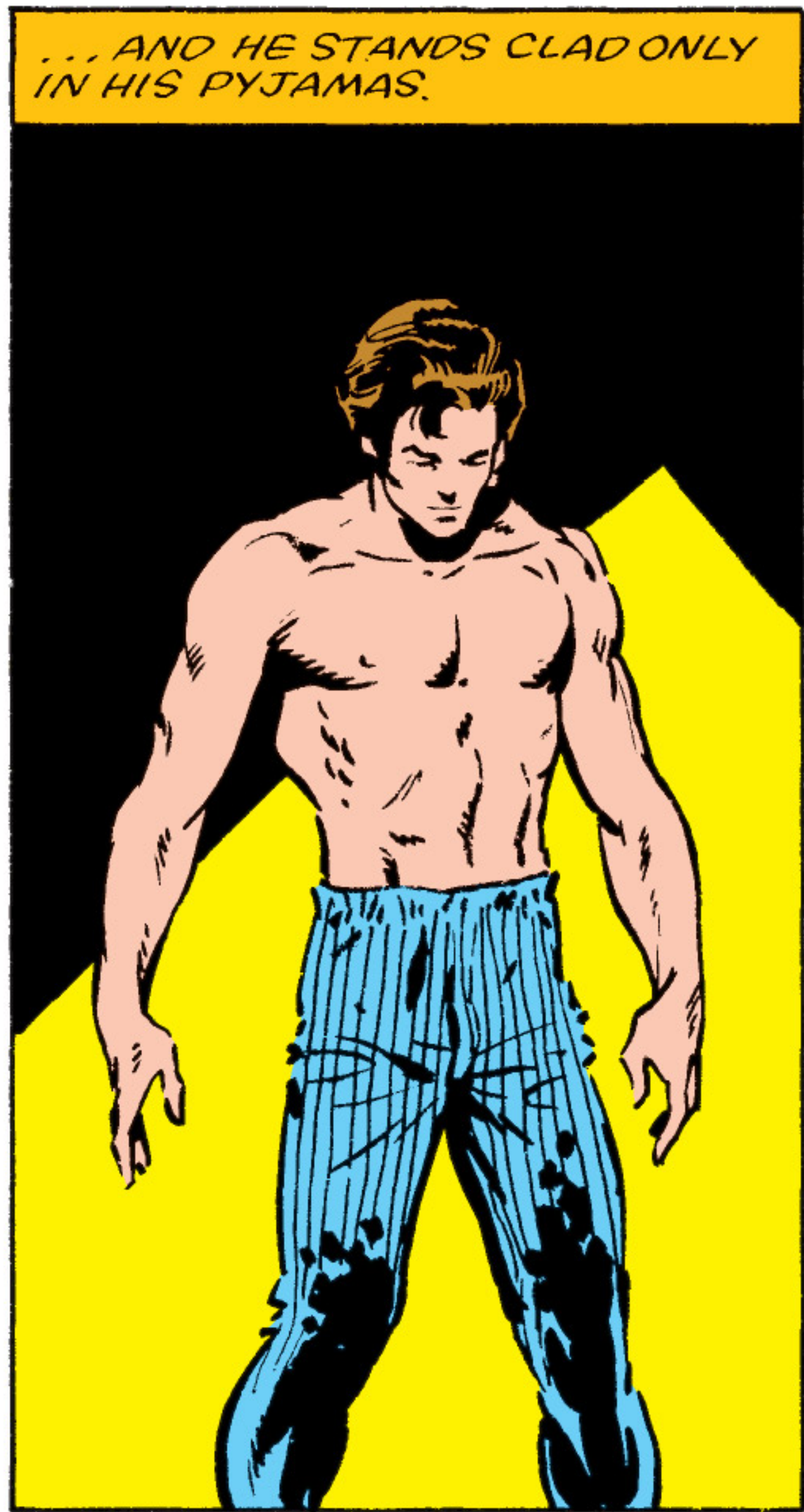
LATER, THE NIGHT SLOWLY GIVES GROUND TO DAWN WHEN THE SPECTACULAR SPIDER-MAN AT LAST RETURNS TO HIS CHELSEA APARTMENT BUILDING.



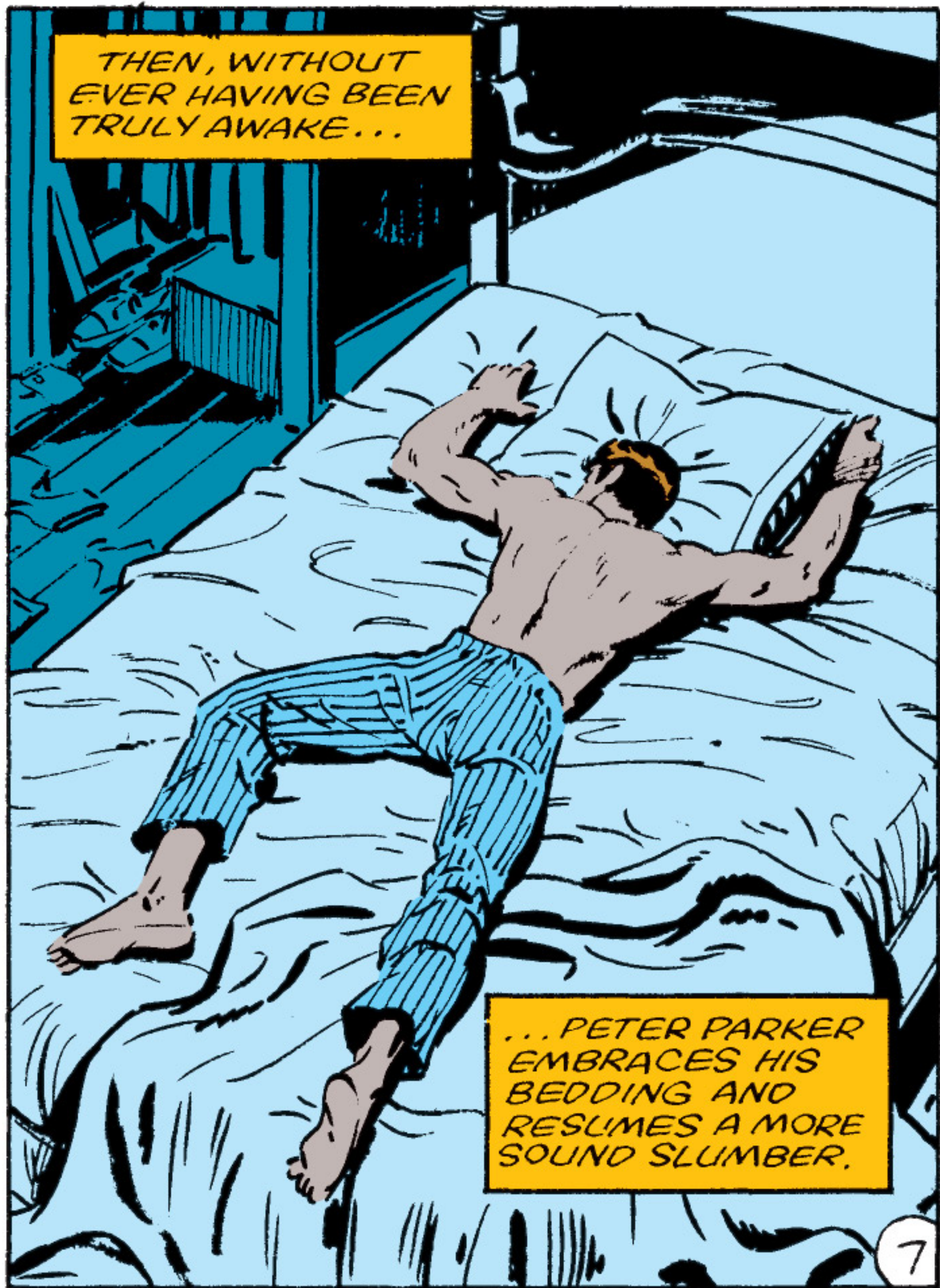
DROPPING UNNOTICED THROUGH THE SKYLIGHT IN HIS BATHROOM CEILING, HE BOUNDS INTO HIS BEDROOM.



THERE, SEEMINGLY WITHOUT ANY EFFORT ON HIS PART, HIS COSTUME UNDERGOES A NIGHT-MIRACULOUS TRANSFORMATION...



... AND HE STANDS CLAD ONLY IN HIS PYJAMAS.



THEN, WITHOUT EVER HAVING BEEN TRULY AWAKE...

... PETER PARKER EMBRACES HIS BEDDING AND RESUMES A MORE SOUND SLUMBER.



RINGING
IT DOES NOT
LAST LONG.

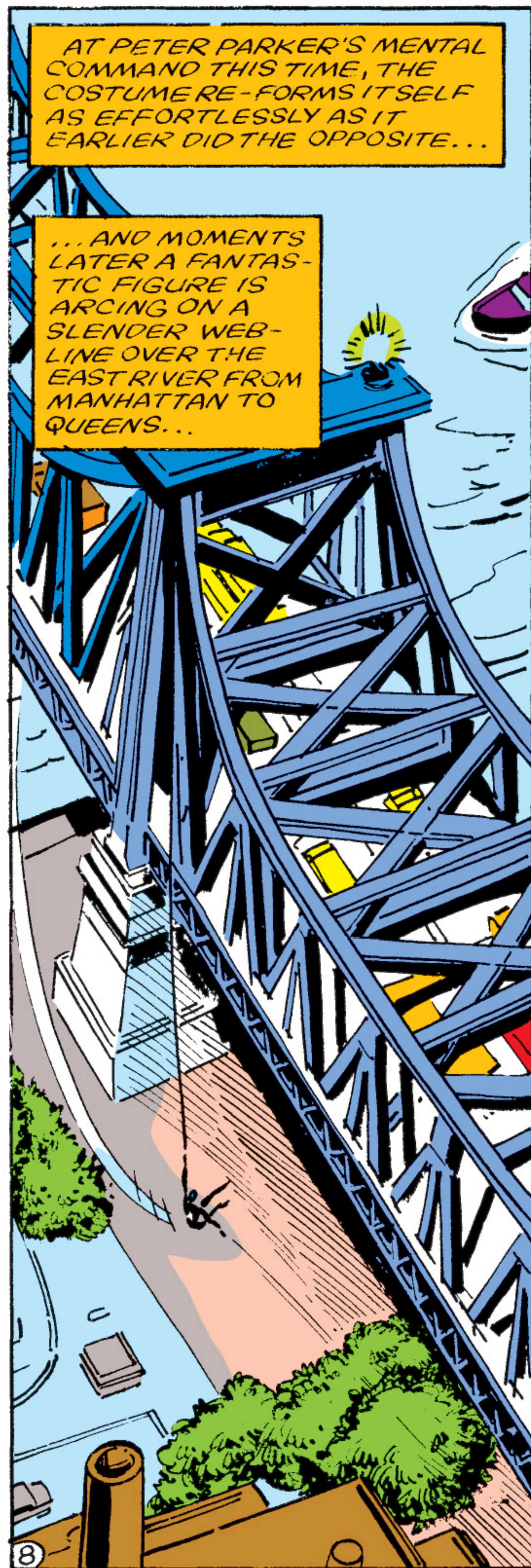
UHHNNN?



PETE? THIS IS NATHAN LUBENSKY. LOOK, SON, I KNOW YOU AND I DON'T SEEM TO HAVE MUCH USE FOR EACH OTHER LATELY, BUT I THINK MAYBE YOU'D BETTER COME OUT HERE TODAY.

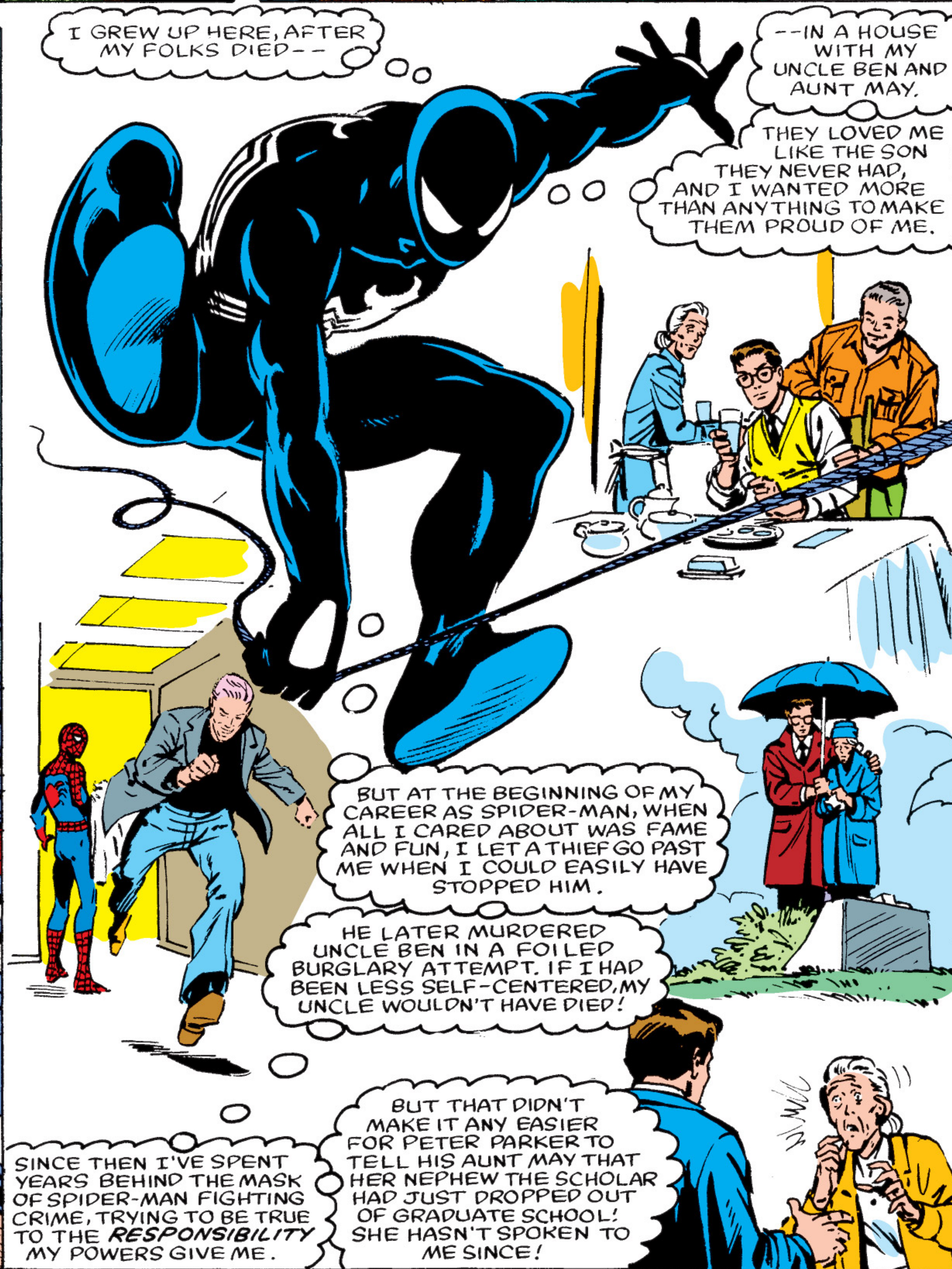
IT'S ABOUT YOUR AUNT MAY, PETE.

I THINK MAYBE SHE'S IN SOME KIND OF TROUBLE!



AT PETER PARKER'S MENTAL COMMAND THIS TIME, THE COSTUME RE-FORMS ITSELF AS EFFORTLESSLY AS IT EARLIER DID THE OPPOSITE...

... AND MOMENTS LATER A FANTASTIC FIGURE IS ARCING ON A SLENDER WEB-LINE OVER THE EAST RIVER FROM MANHATTAN TO QUEENS...



I GREW UP HERE, AFTER MY FOLKS DIED --

-- IN A HOUSE WITH MY UNCLE BEN AND AUNT MAY.

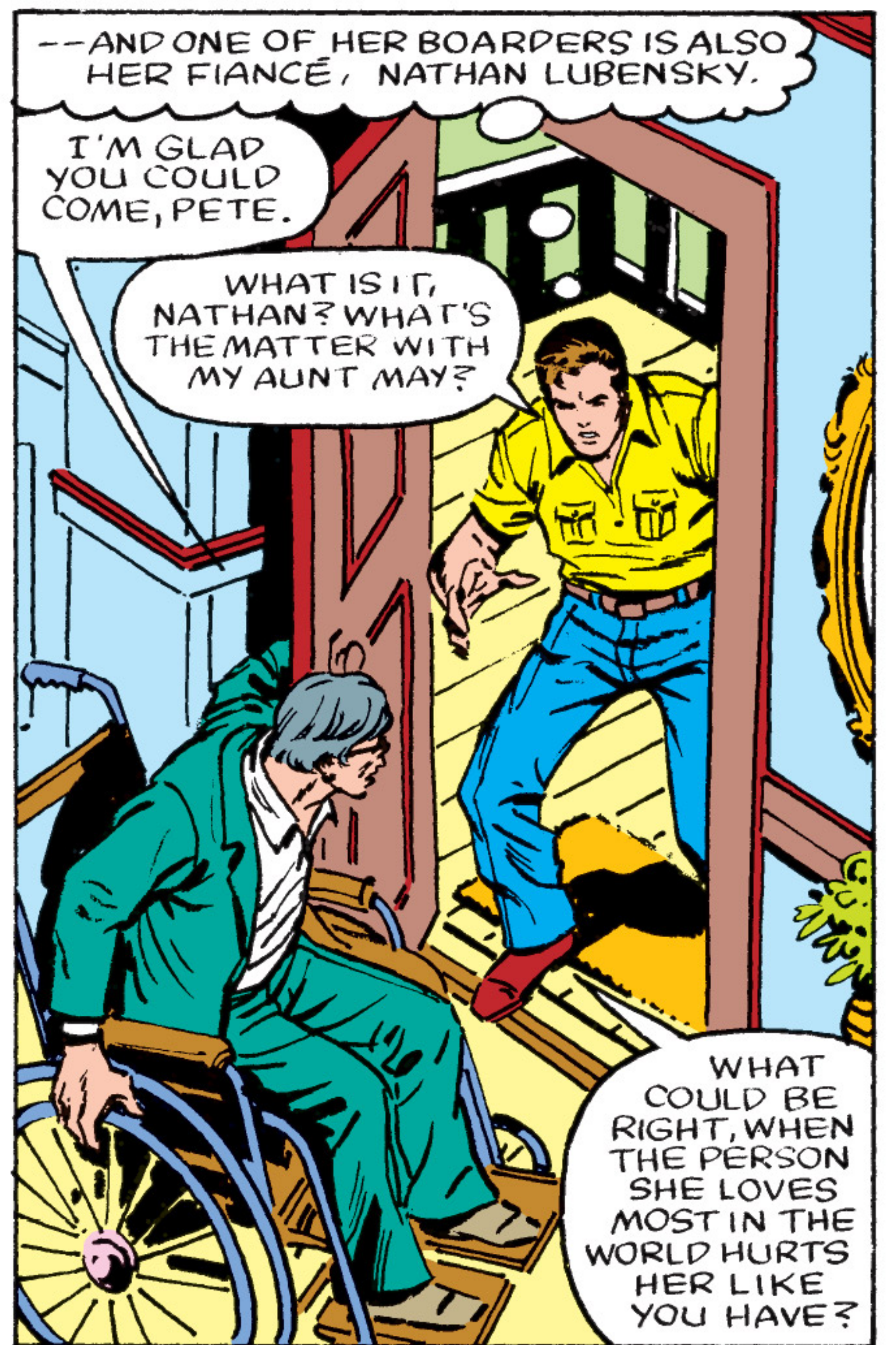
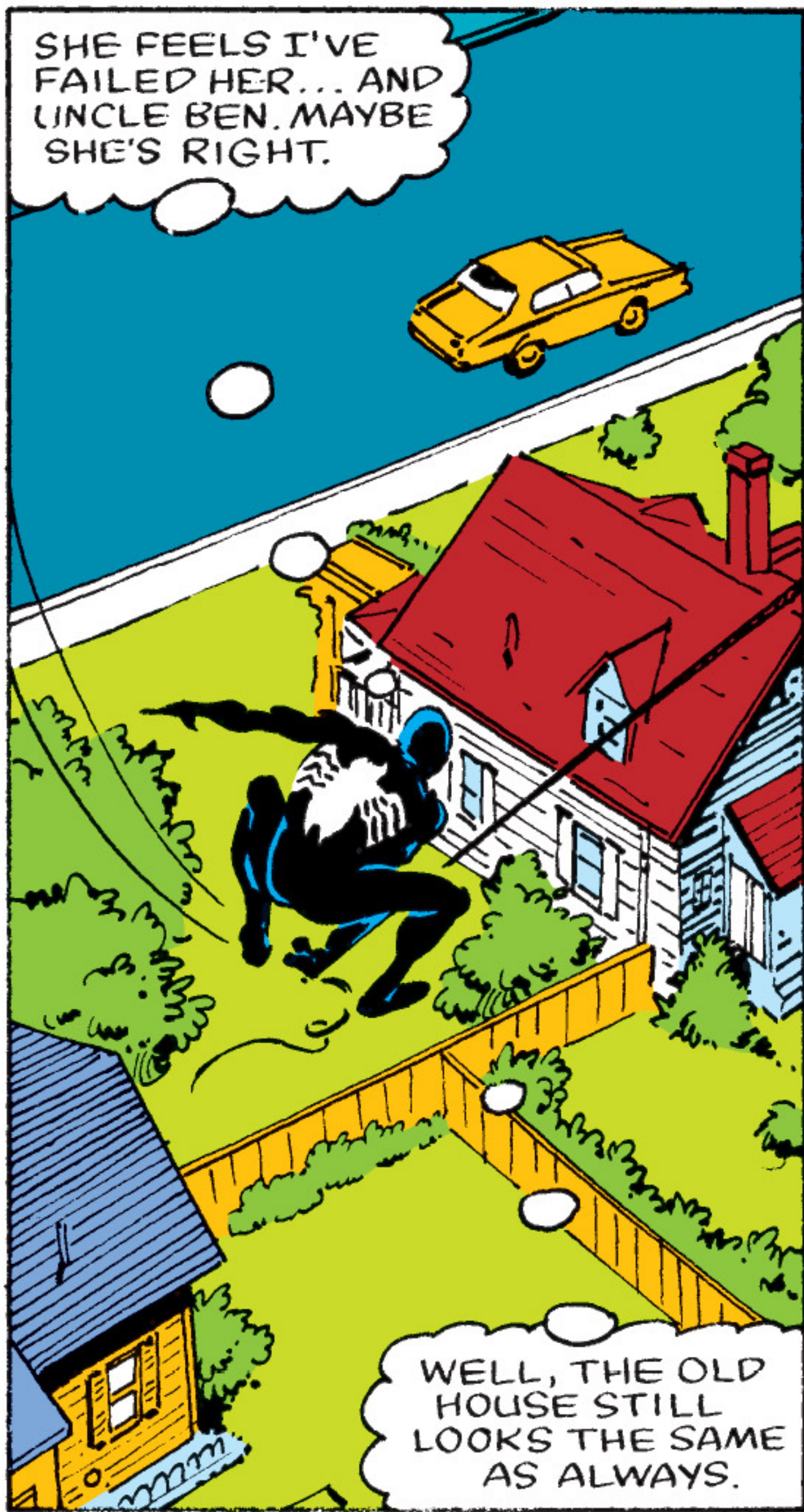
THEY LOVED ME LIKE THE SON THEY NEVER HAD, AND I WANTED MORE THAN ANYTHING TO MAKE THEM PROUD OF ME.

BUT AT THE BEGINNING OF MY CAREER AS SPIDER-MAN, WHEN ALL I CARED ABOUT WAS FAME AND FUN, I LET A THIEF GO PAST ME WHEN I COULD EASILY HAVE STOPPED HIM.

HE LATER MURDERED UNCLE BEN IN A FOILED BURGLARY ATTEMPT. IF I HAD BEEN LESS SELF-CENTERED, MY UNCLE WOULDN'T HAVE DIED!

BUT THAT DIDN'T MAKE IT ANY EASIER FOR PETER PARKER TO TELL HIS AUNT MAY THAT HER NEPHEW THE SCHOLAR HAD JUST DROPPED OUT OF GRADUATE SCHOOL! SHE HASN'T SPOKEN TO ME SINCE!

SINCE THEN I'VE SPENT YEARS BEHIND THE MASK OF SPIDER-MAN FIGHTING CRIME, TRYING TO BE TRUE TO THE RESPONSIBILITY MY POWERS GIVE ME.



ABOUT A WEEK AGO, MAY BEGAN RECEIVING MAIL FROM SOMEONE. SHE BECAME MOODY, DISTRACTED. THE LETTERS ARRIVED ONE A DAY... AND COINCIDED WITH HER TRIPS.

TRIPS?

YES. EARLY EVERY NIGHT NOW SHE CALLS A CAR SERVICE AND GOES OUT ALONE.

NATHAN, I DON'T LIKE SPYING ON MY OWN AUNT, BUT THERE'S A MYSTERY HERE AND WE'VE GOT TO GET TO THE BOTTOM OF IT.

THE LETTERS ARE ON MAY'S READING TABLE. IF ONLY WE COULD GET A LOOK AT THEM...

SEEING HER THERE... SLEEPING PEACEFULLY... I CAN'T HELP BUT THINK HOW MUCH SHE'S MEANT TO ME OVER THE YEARS.

I DIDN'T WANT TO CAUSE HER PAIN... EVER... BUT I HAD TO DECIDE THE COURSE OF MY OWN LIFE.

HERE, THESE ARE THE ONES.

I'D HELD BACK UP TO NOW ON STEALING A LOOK AT THEM... BUT THIS THING IS GETTING TOO SERIOUS!

THE LETTERS LIE OPEN ON THE TABLE, ONE FOR EACH DAY OF THE WEEK THUS FAR, AND PETER BEGINS TO READ THEM...

"DO YOU REMEMBER CENTRAL PARK IN LATE AFTERNOON, MY LOVE?" "THE LIGHTS ON BROADWAY SHONE FOR US, MY DARLING!" "I'VE NEVER FORGOTTEN DANCING ALL NIGHT WITH YOU, DEAREST MAY!"

MAY PARKER NY

The lights on Broadway shone for us, my darling.

Johnny

I've never forgotten dancing all night with you, dear.

LOVE LETTERS! ALL SIGNED BY SOMEONE NAMED... JOHNNY!

THE LETTERS READ, PETE AND NATHAN LEAVE MAY'S BEDROOM AS QUIETLY AS THEY ENTERED...

POOR NATHAN! HE LOVES AUNT MAY, AND THOSE LETTERS AND HER NIGHTLY DISAPPEARANCES ONLY ADD UP TO ONE THING IN HIS MIND.

I'M NOT SURE I WANT TO GET IN THE MIDDLE OF THIS...

PETER, I KNOW WHAT YOU'RE THINKING-- AND IF IT WAS SIMPLY A MATTER OF ME BEING JEALOUS...

WHAT ELSE COULD IT BE? ARE YOU SUGGESTING THAT MY AUNT'S BECOMING SENILE?

IT'S NOT THAT EITHER, PETER. I KNOW HER... I SEE HER EVERY DAY. SHE'S IN CONTROL OF ALL HER FACULTIES.

BUT THESE LETTERS ARE DOING SOMETHING TO HER, MAKING HER ACT TOTALLY UNLIKE HERSELF, GOING OUT IN THE MIDDLE OF THE NIGHT.

SHE MAY BE STRONG INSIDE, BUT NEW YORK IS A DANGEROUS CITY...

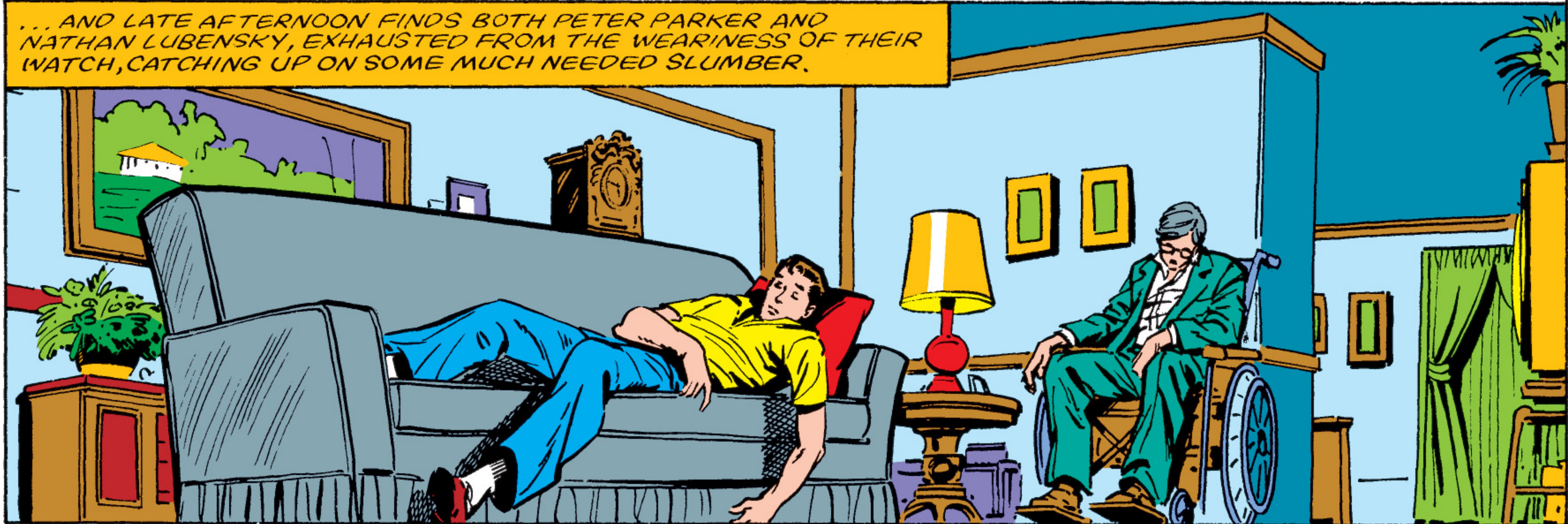
SO, YOU WANT ME TO FOLLOW HER AND LOOK OUT FOR HER, NATHAN--

--OR DO YOU JUST WANT ME TO SPY ON HER AND CONFIRM YOUR JEALOUSY? WELL, I'M WORRIED ABOUT AUNT MAY'S NIGHTLY DISAPPEARANCES, TOO. I COULDN'T FORGIVE MYSELF IF ANYTHING HAPPENED TO HER.

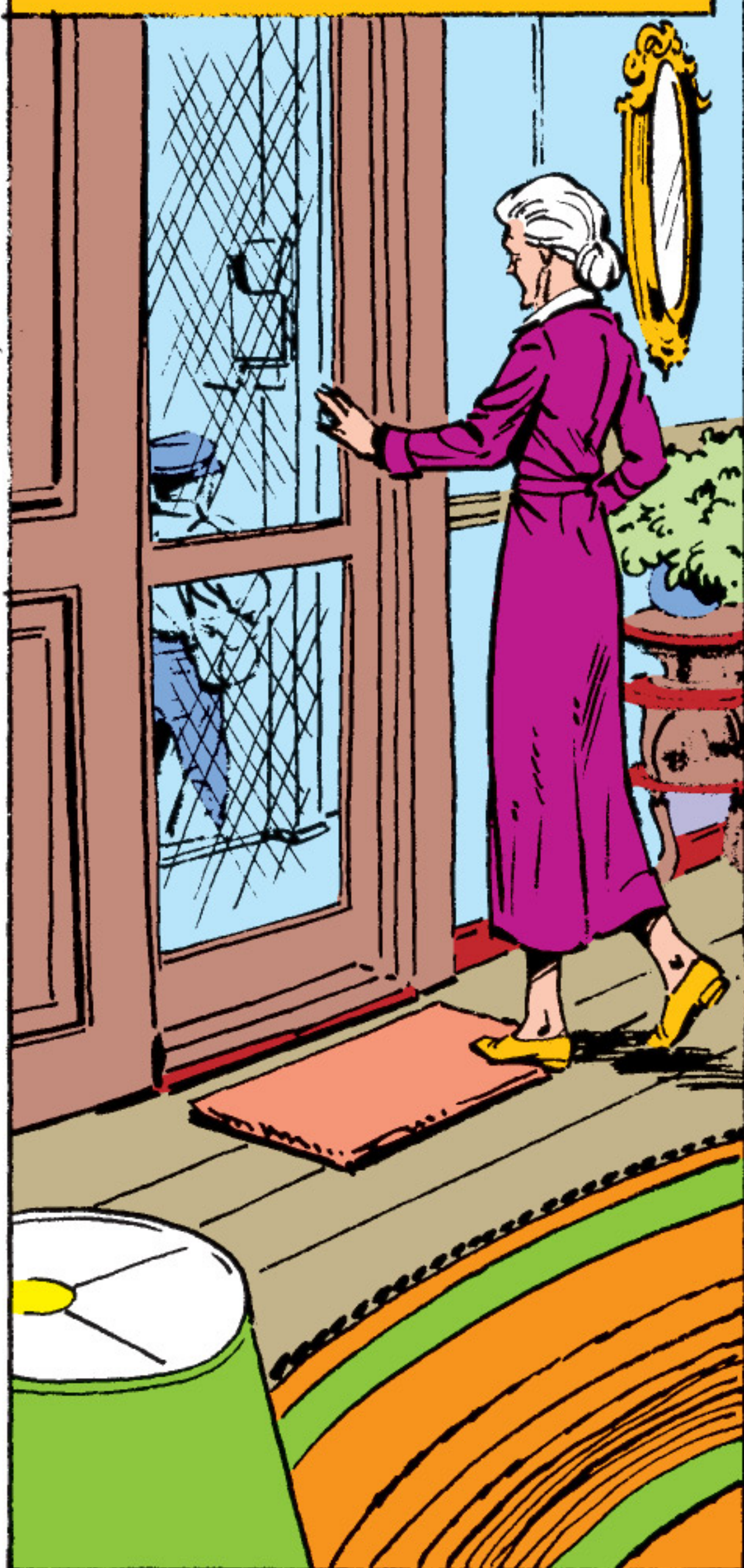
OKAY, NATHAN. I'LL DO IT.

THE DAY PASSES...

... AND LATE AFTERNOON FINDS BOTH PETER PARKER AND NATHAN LUBENSKY, EXHAUSTED FROM THE WEARINESS OF THEIR WATCH, CATCHING UP ON SOME MUCH NEEDED SLUMBER.



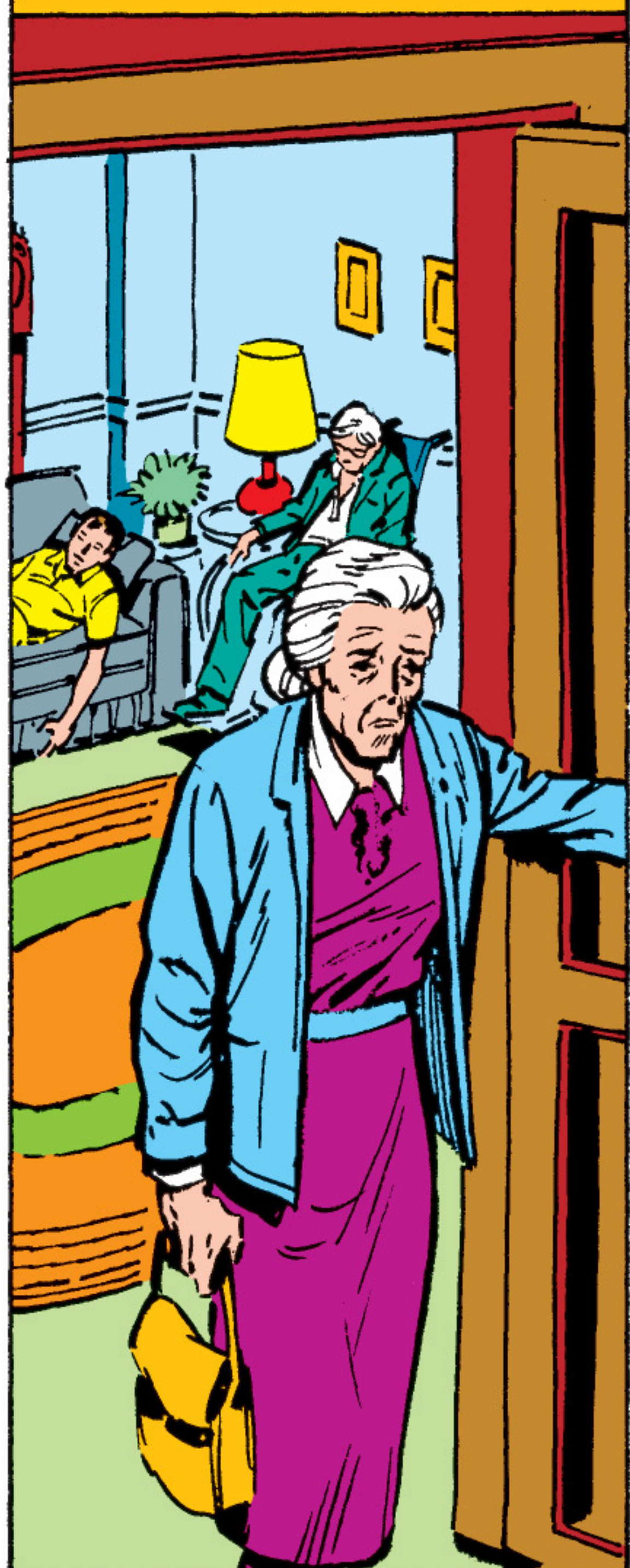
... BUT, UNNOTICED BY THEM, THE OBJECT OF THEIR ATTENTIONS HAS ARISEN, GOES TO THE DOOR...



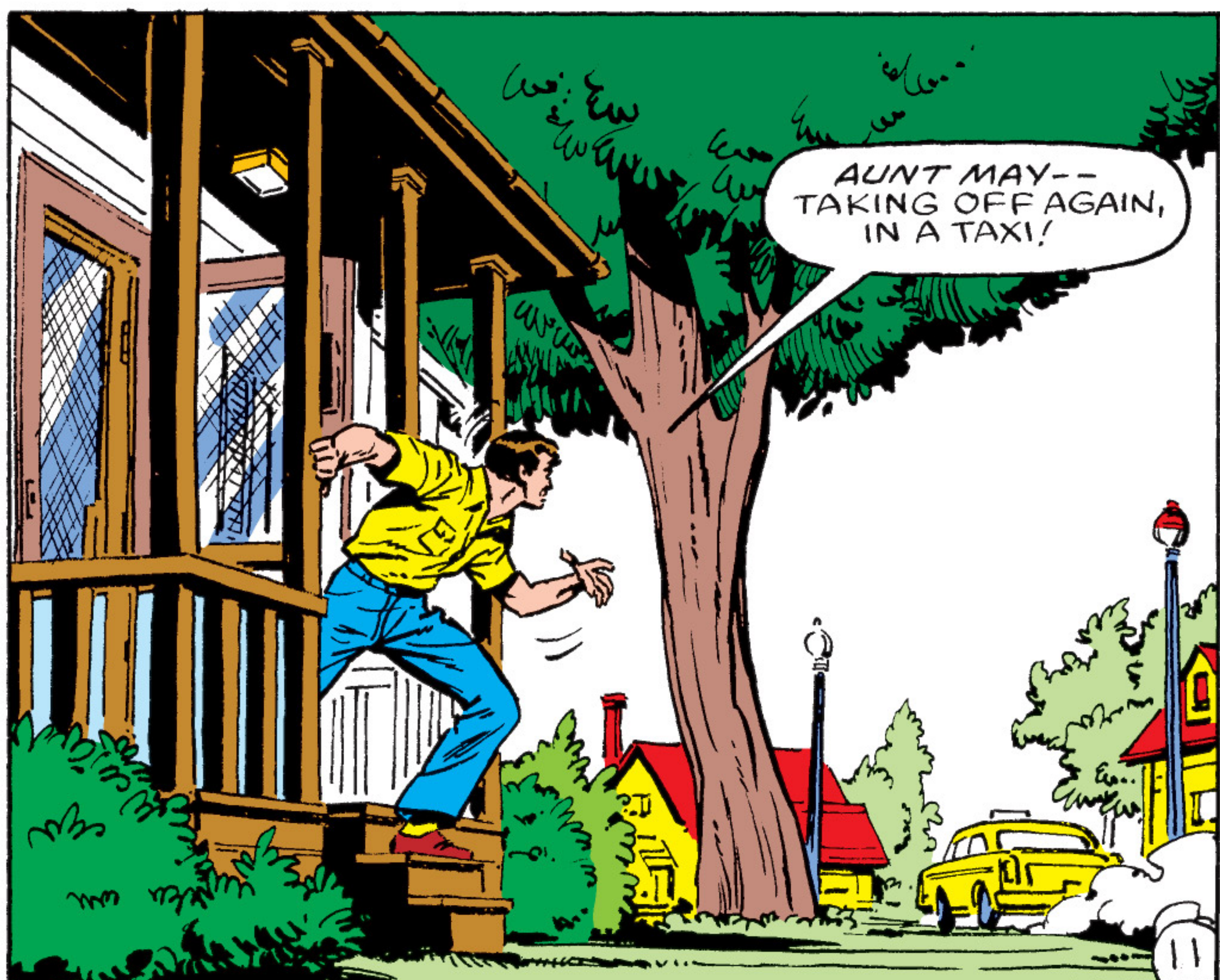
... CHECKS THE NEWLY-DELIVERED MAIL--AND DISCOVERS THAT SHE IS AGAIN THE RECIPIENT OF ANOTHER ROMANTIC MISSIVE FROM THE MYSTERIOUS "JOHNNY".

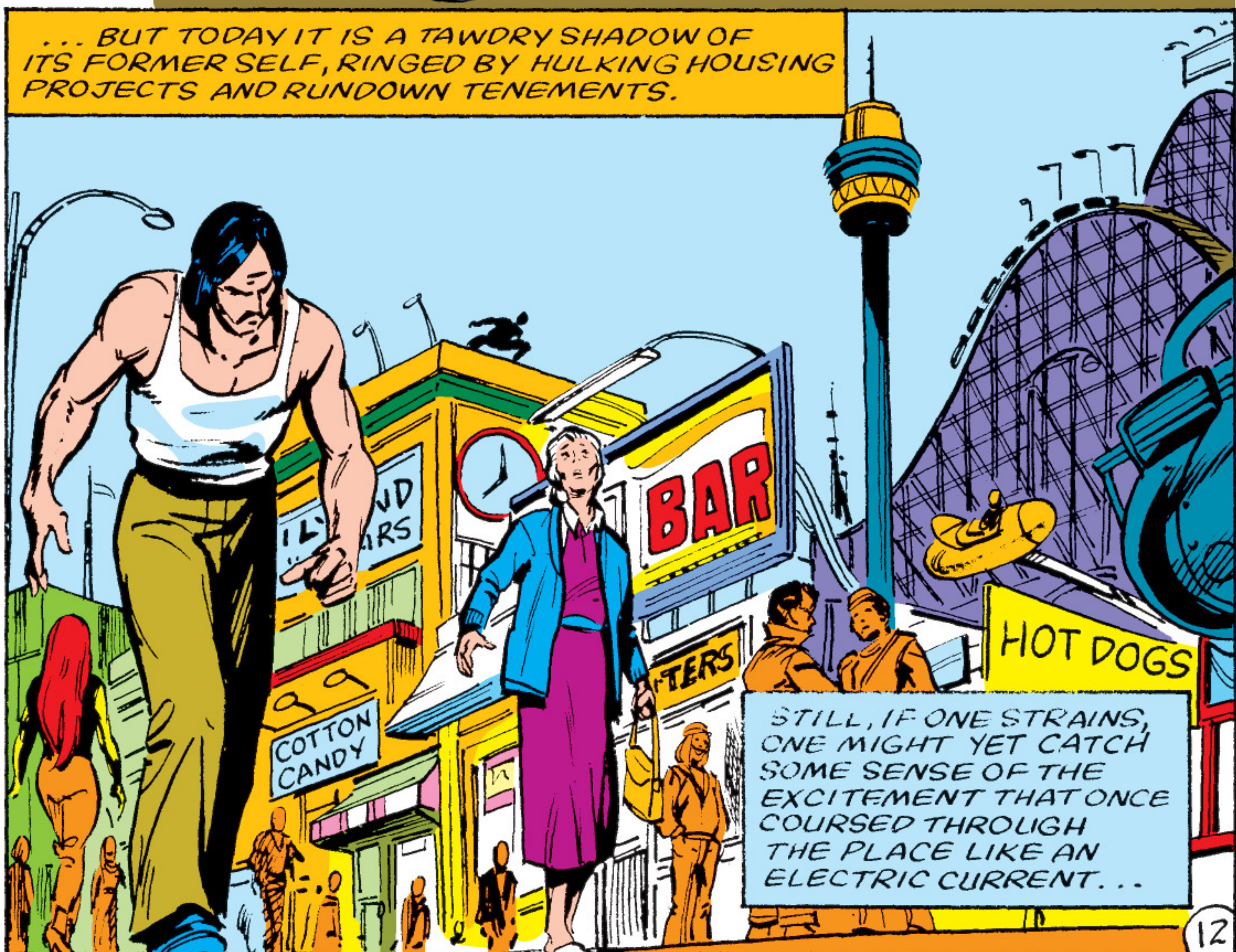
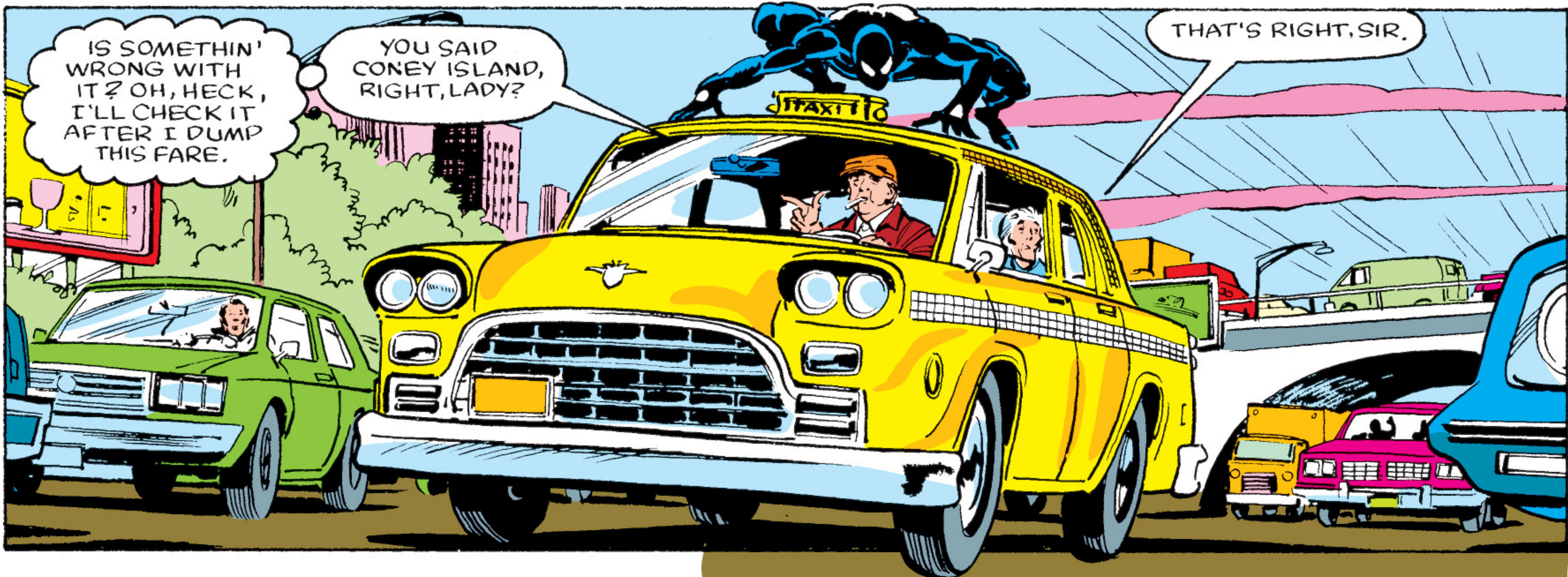
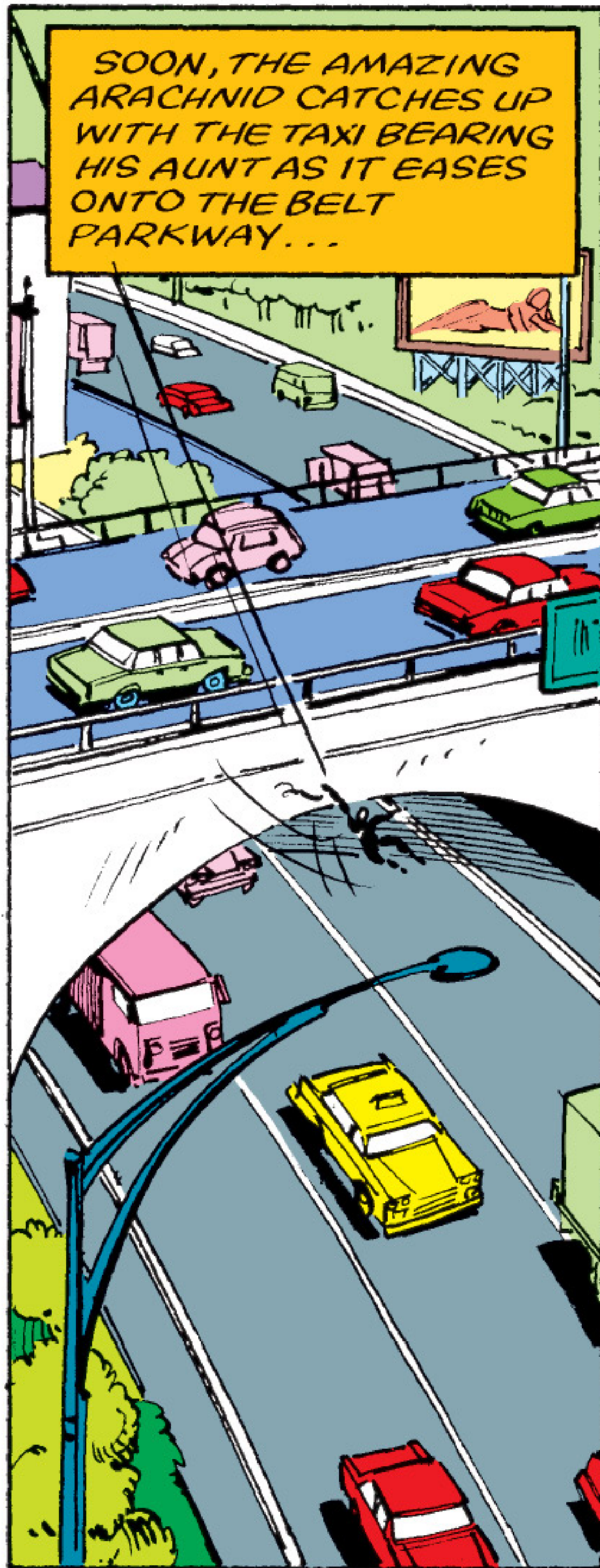
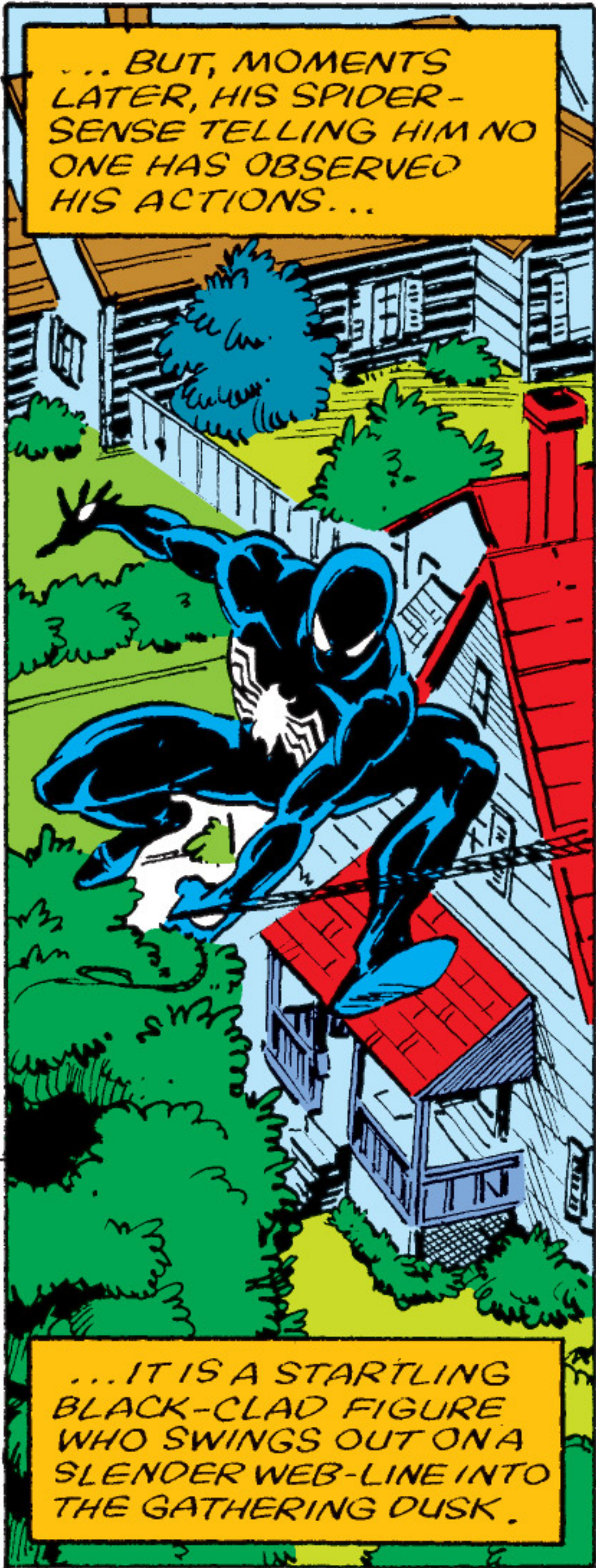


THE MESSAGE MOVES MAY PARKER TO ACTION...

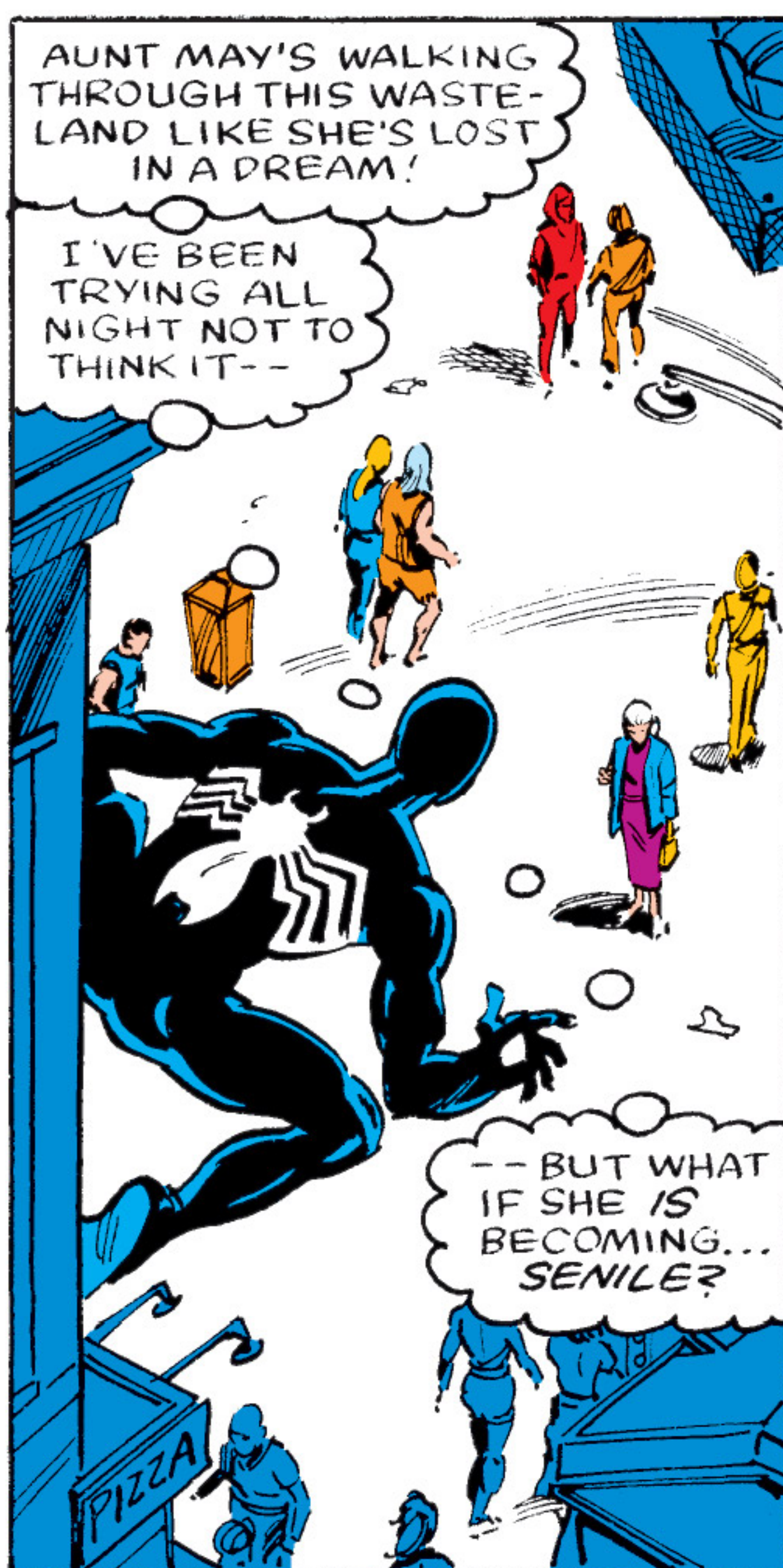


... AND THE SOUND OF HER DEPARTURE AT LAST AROUSES HER SLEEPING NEPHEW.





... A LONG, LONG
TIME AGO.



DID AUNT MAY MUMBLE THE NAME... BEN PARKER!?

UNCLE BEN!

DID THEY USED TO COME OUT HERE TOGETHER, WHEN THEY WERE COURTING? IS SHE RELIVING HER GIRLHOOD ALL OVER AGAIN?

AND, OH, NO, ISN'T IT A SIGN OF SENILITY WHEN OLD PEOPLE START LIVING IN THEIR OWN PAST??

WHILE SPIDER-MAN WORRIES IN THE PRESENT, MAY PARKER REMEMBERS HER PAST...

JOHNNY JEROME! MAY, THAT GUY'S NOTHING BUT TROUBLE...!

THERE'S NOTHING WRONG WITH JOHNNY JEROME, BEN PARKER!

HE'S JUST FOUND A BETTER WAY TO EARN A LIVING DURING THIS DEPRESSION THAN SLAVING AS A CARNIVAL BARKER!

MAY, HE'S JUST A CHEAP HOOD...!

YOU'RE JUST JEALOUS, BEN PARKER, AND I WON'T HEAR ANYMORE!

GOOD NIGHT!

FOLLOWING HER FOOTSTEPS OF OVER A HALF-CENTURY AGO, AUNT MAY ARRIVES AT THE CAROUSEL.

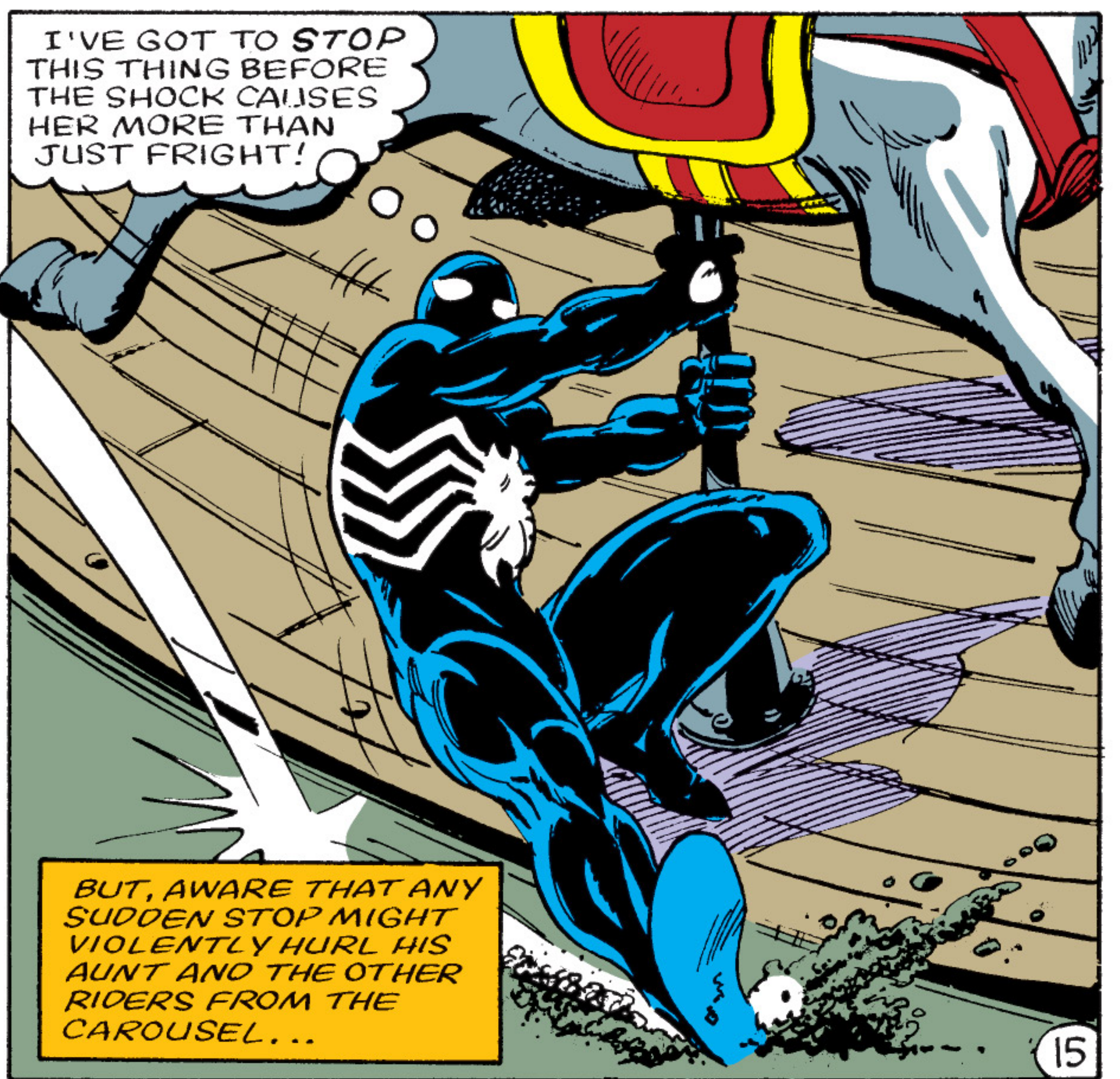
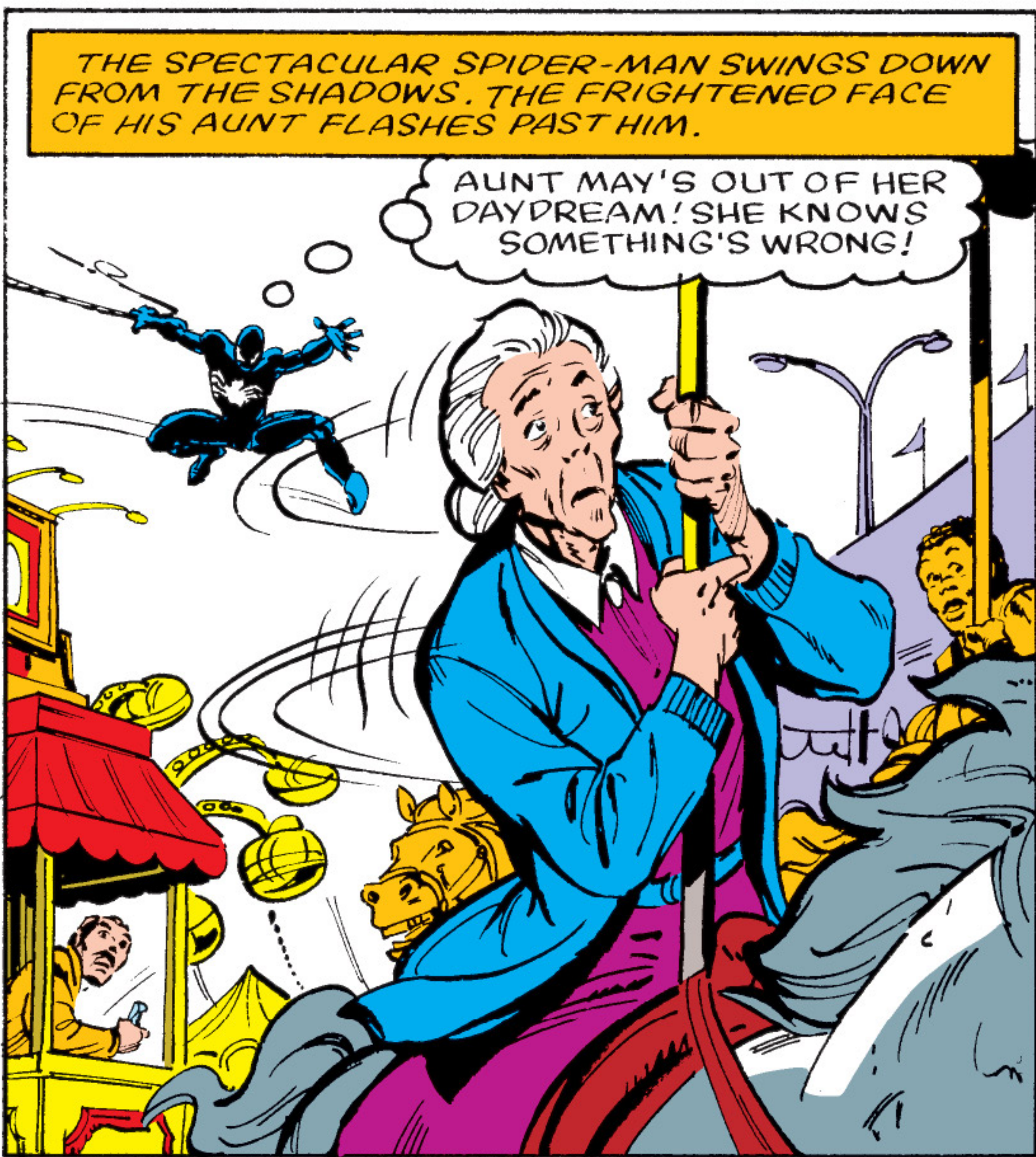
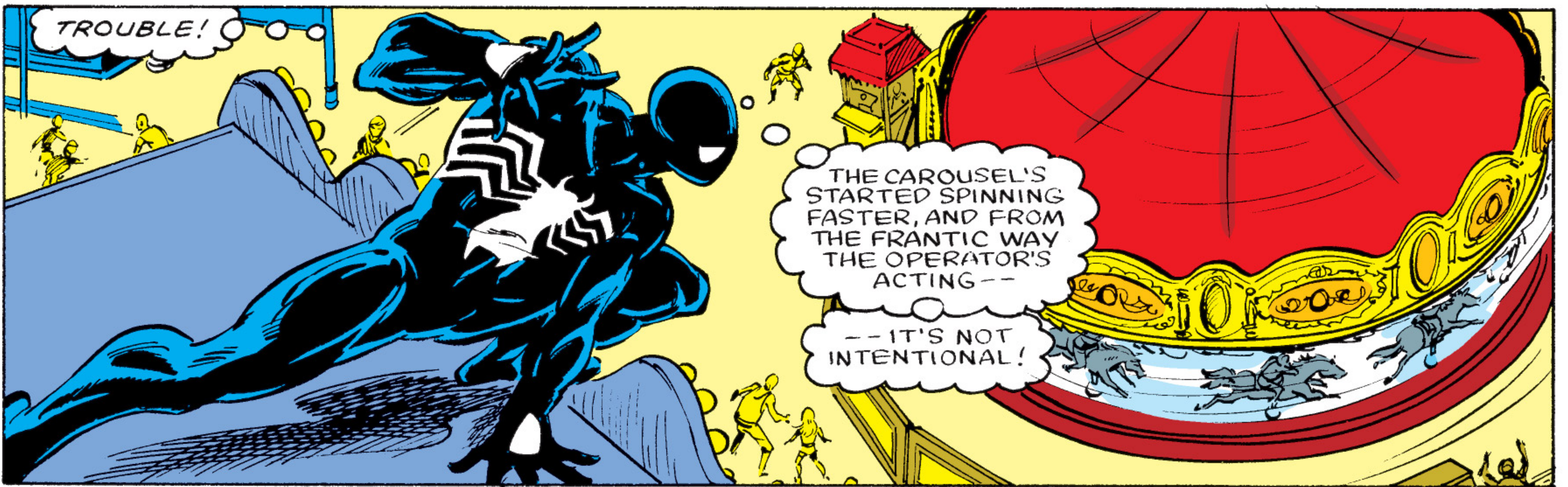
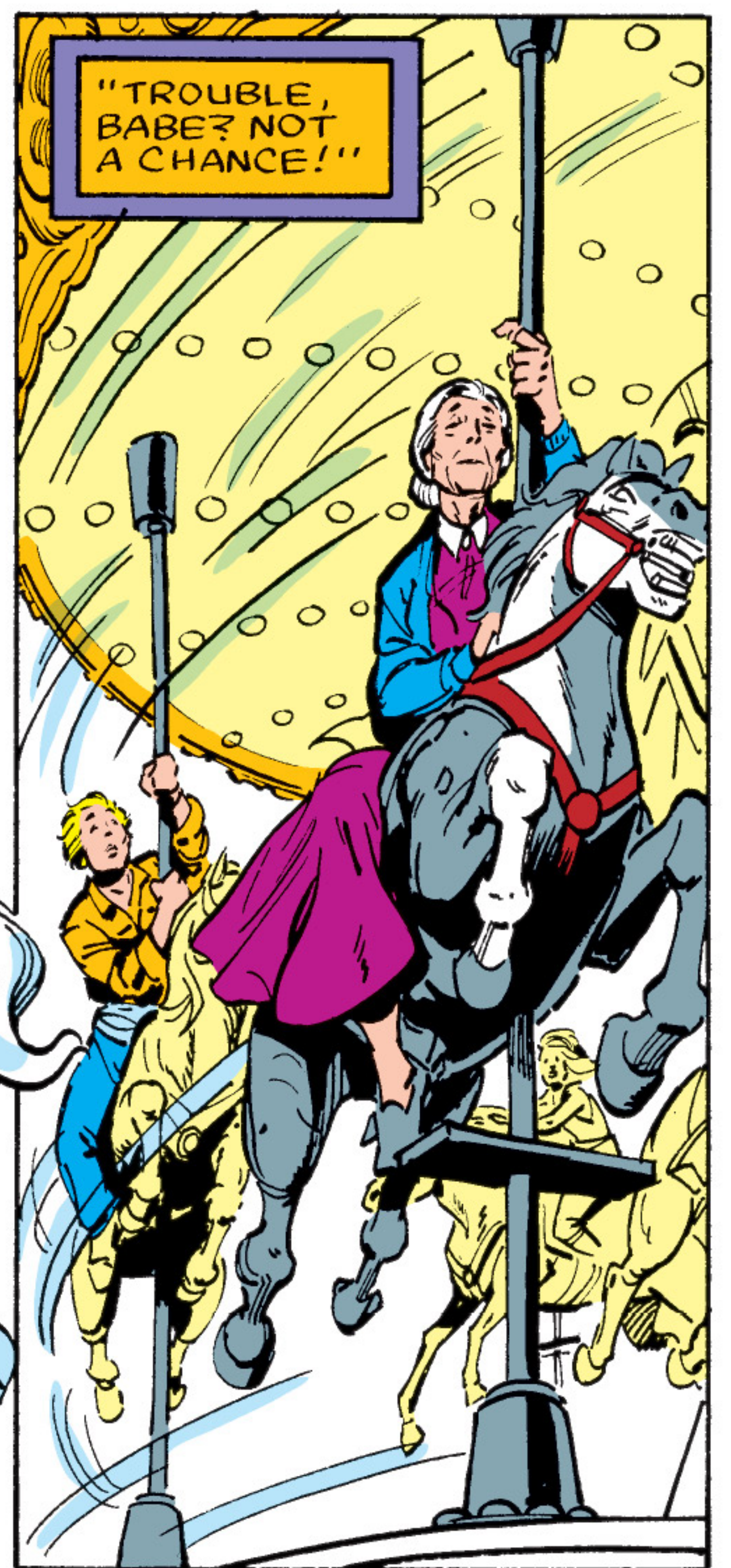
THE MERRY-GO-ROUND RHYTHMS SHE KNEW HAVE GIVEN WAY TO A DISCO BEAT...

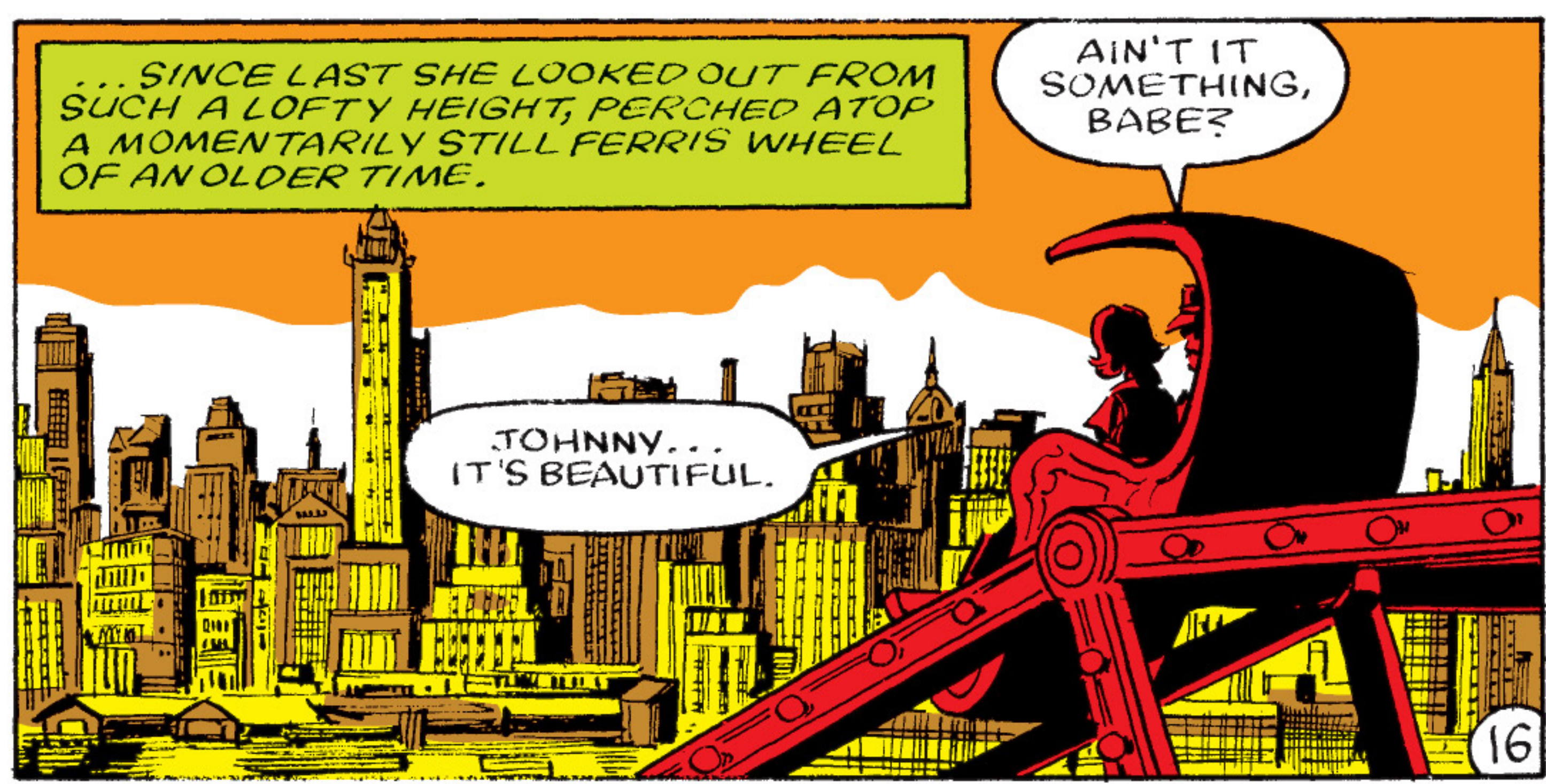
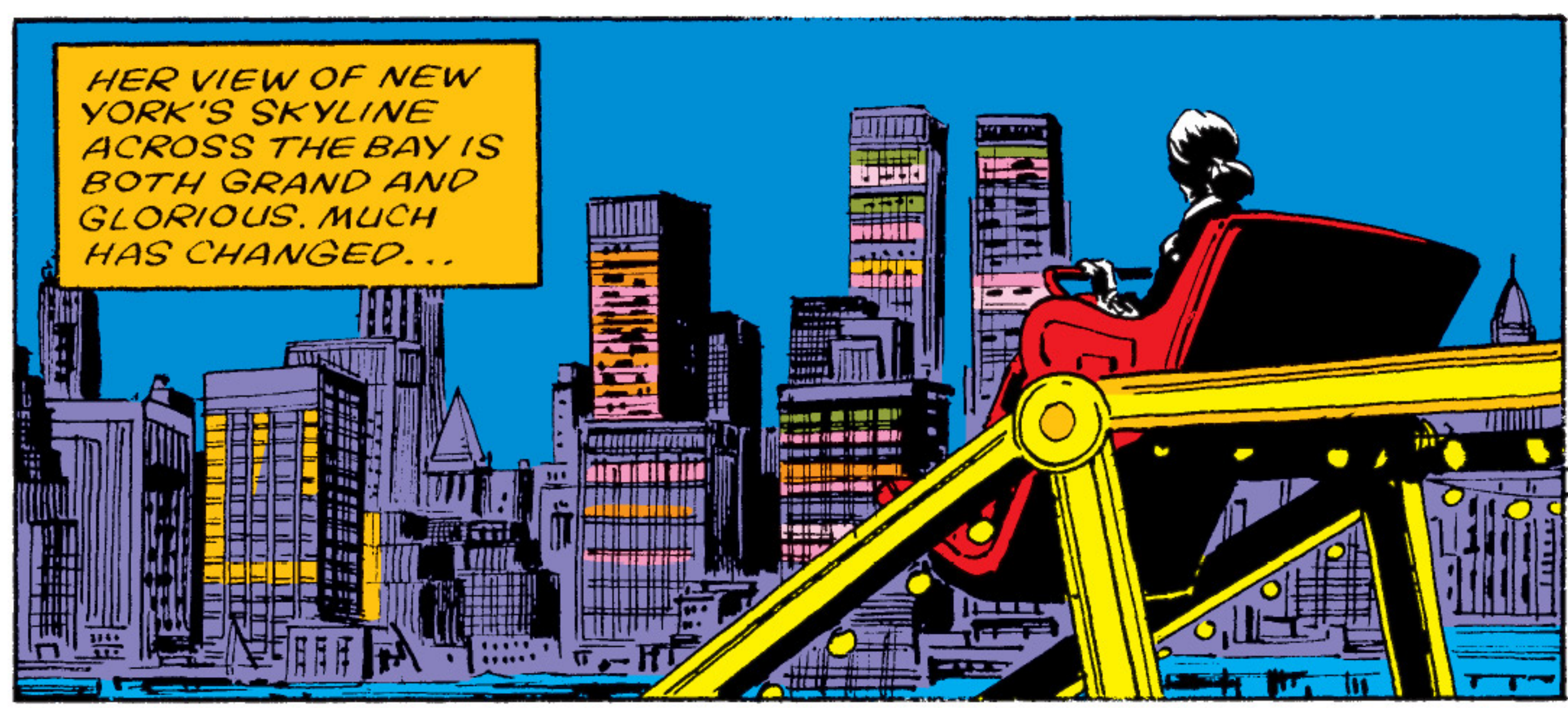
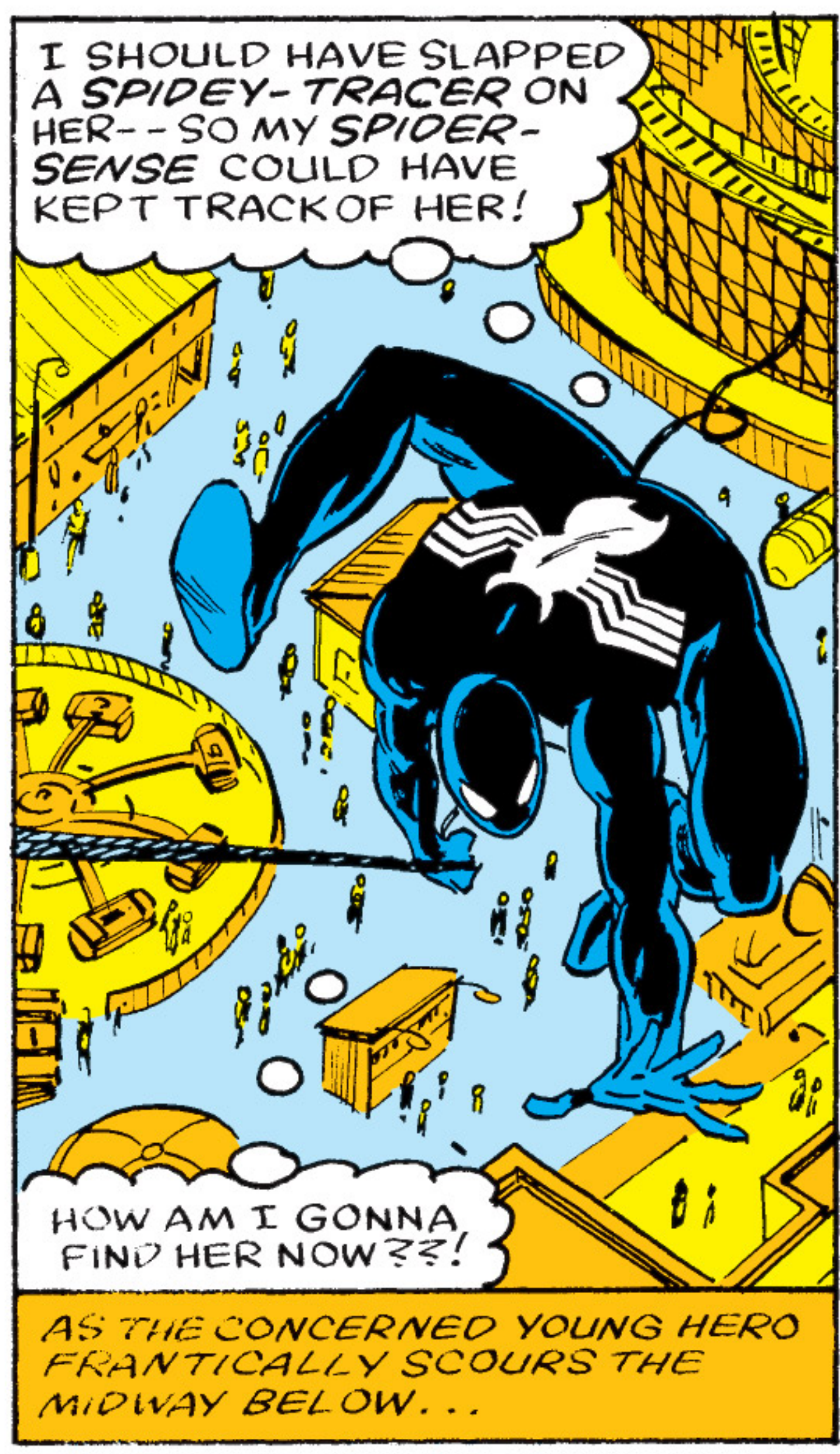
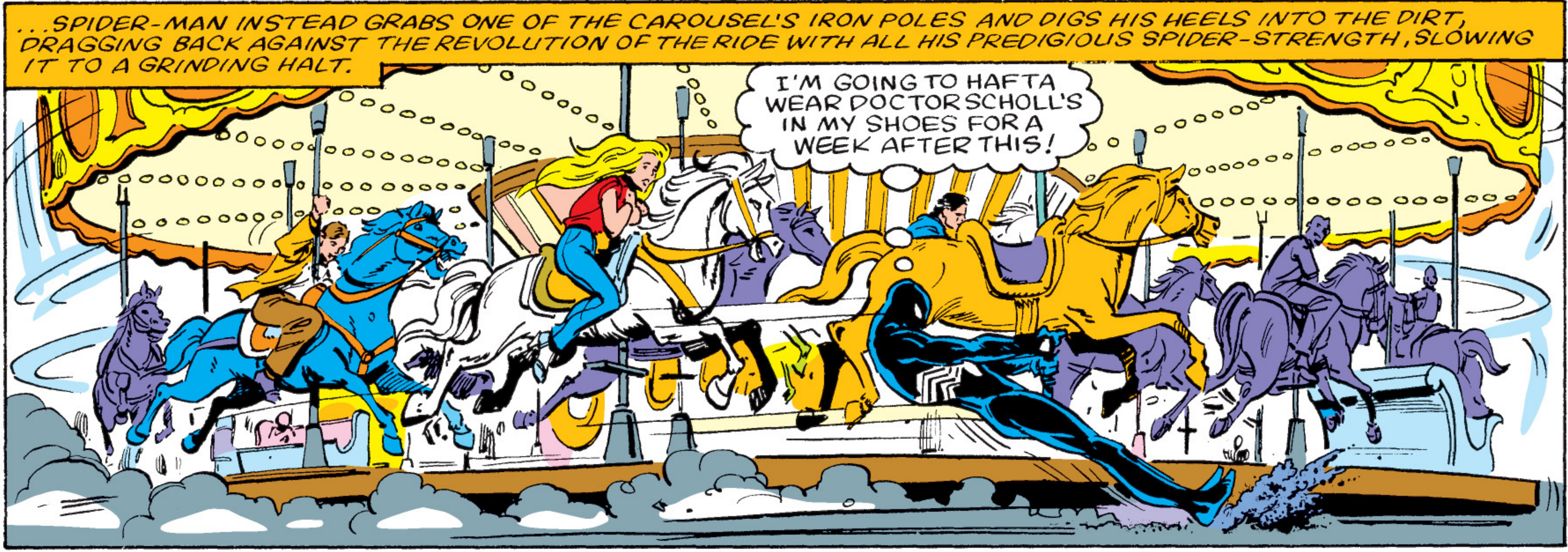
... AND THE ANCIENT HORSES HAVE BECOME CHIPPED AND WORN WITH AGE...

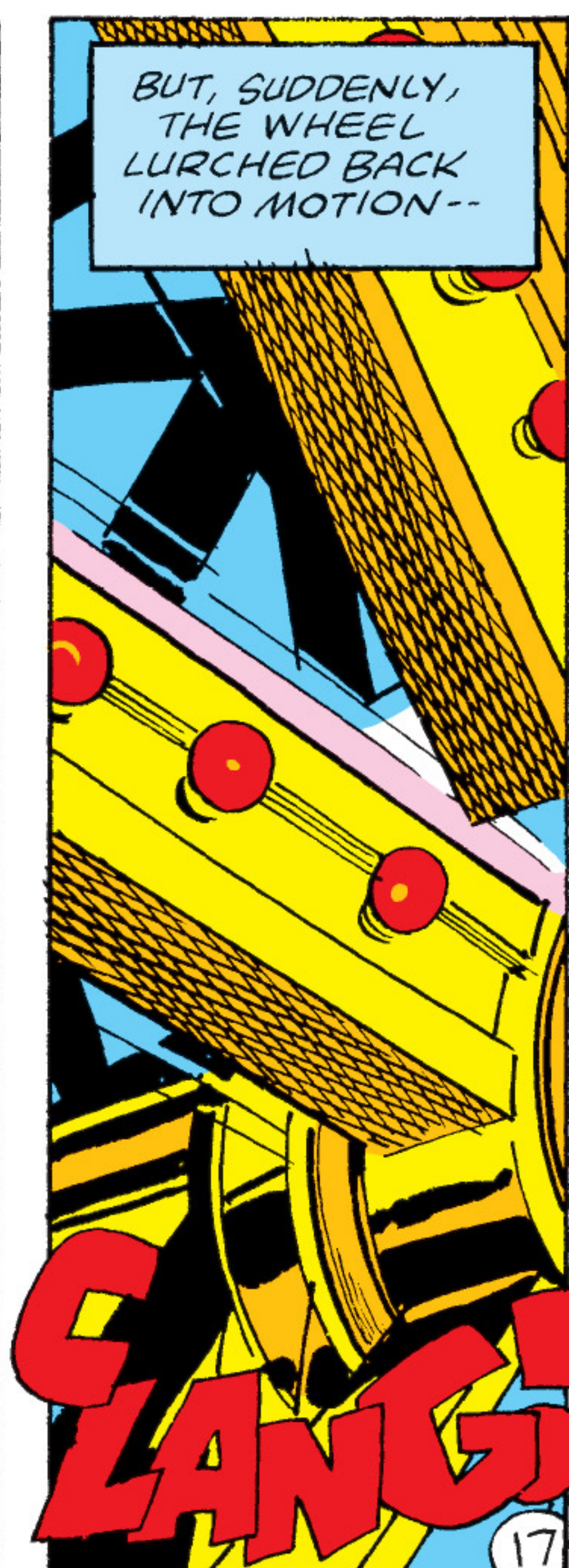
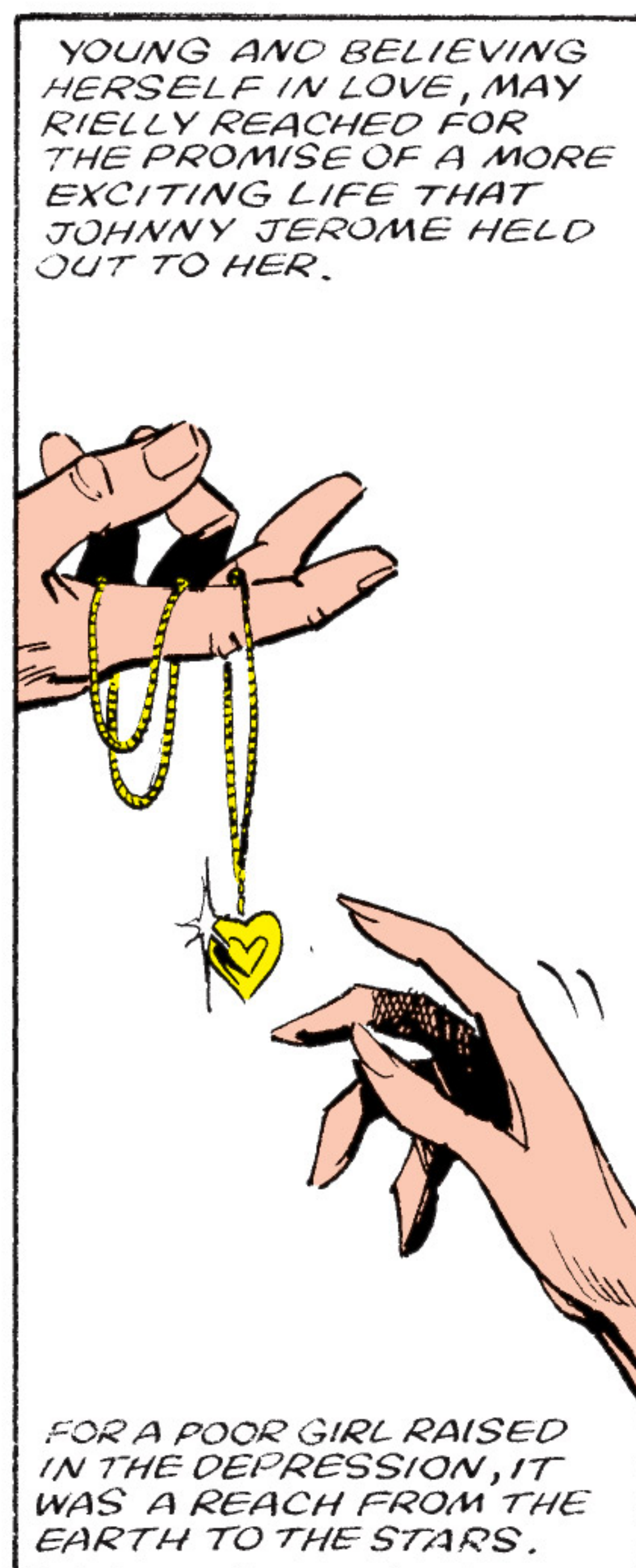
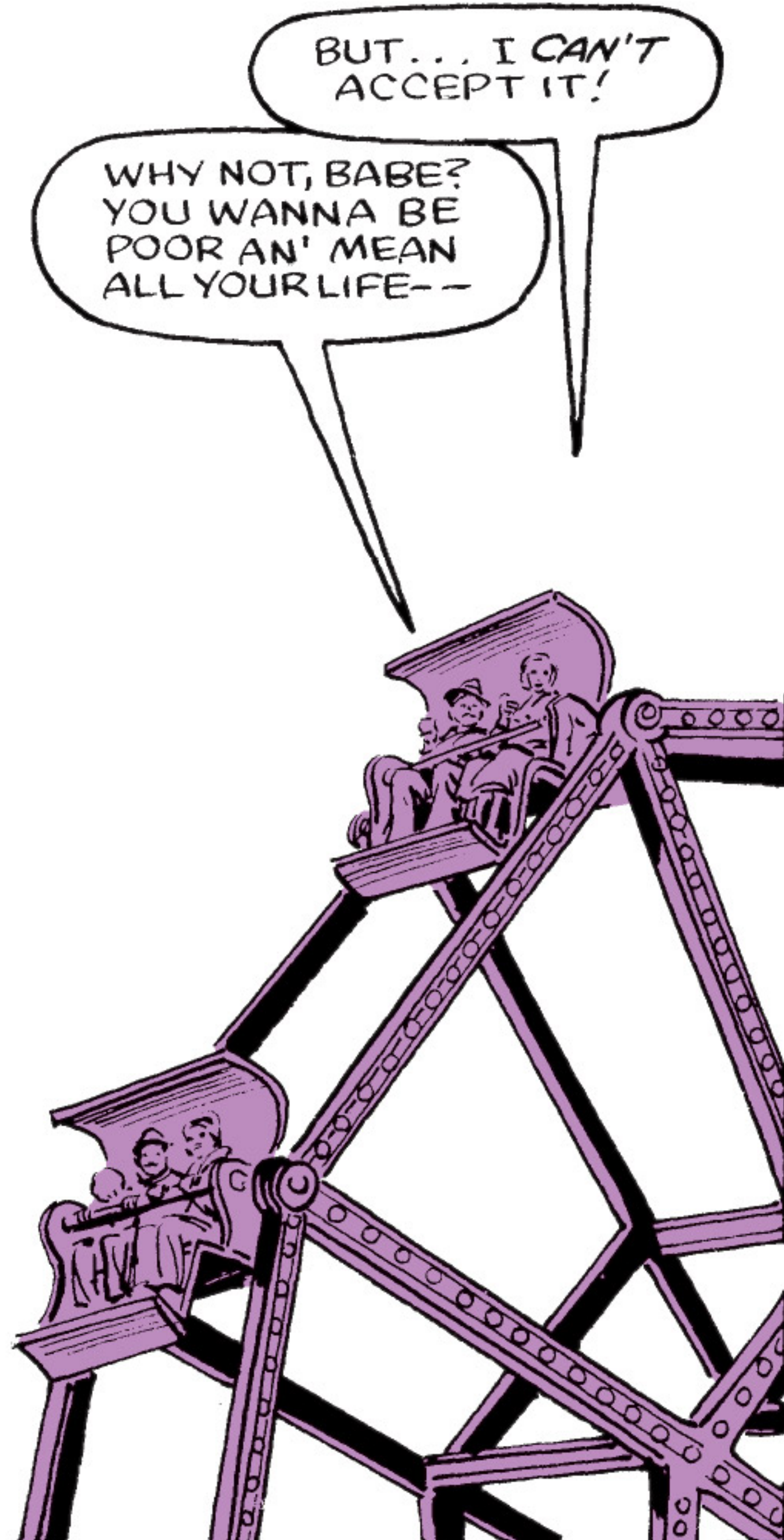
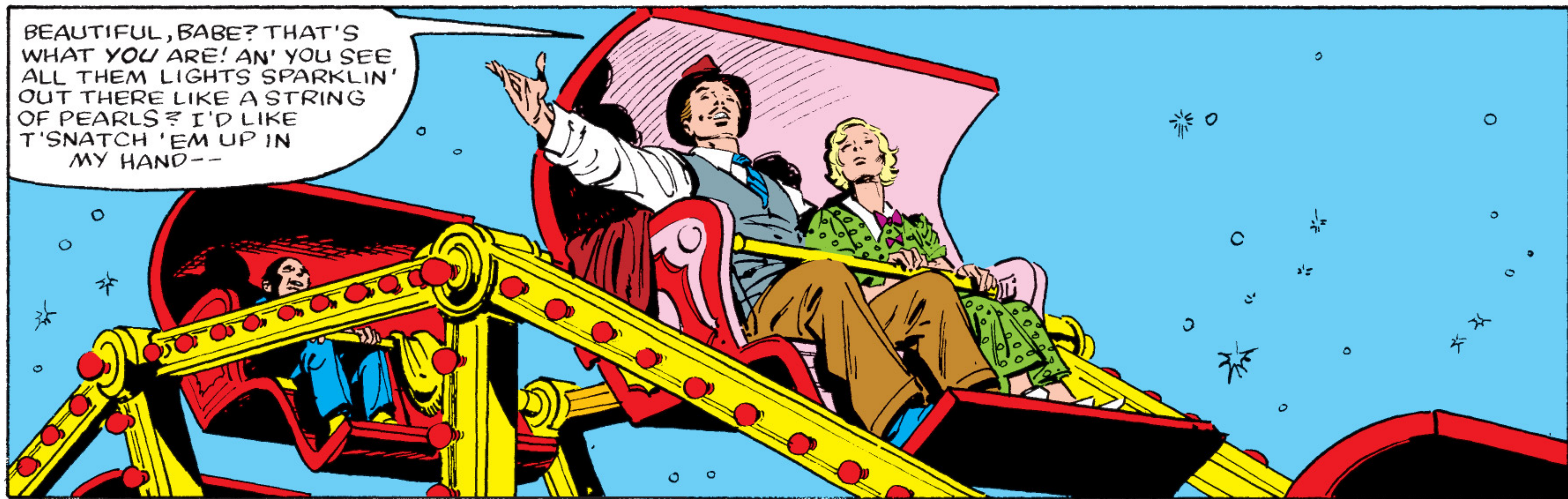
... BUT IN HER MEMORY, ALL SHINES AS IT DID ON THAT NIGHT LONG AGO...

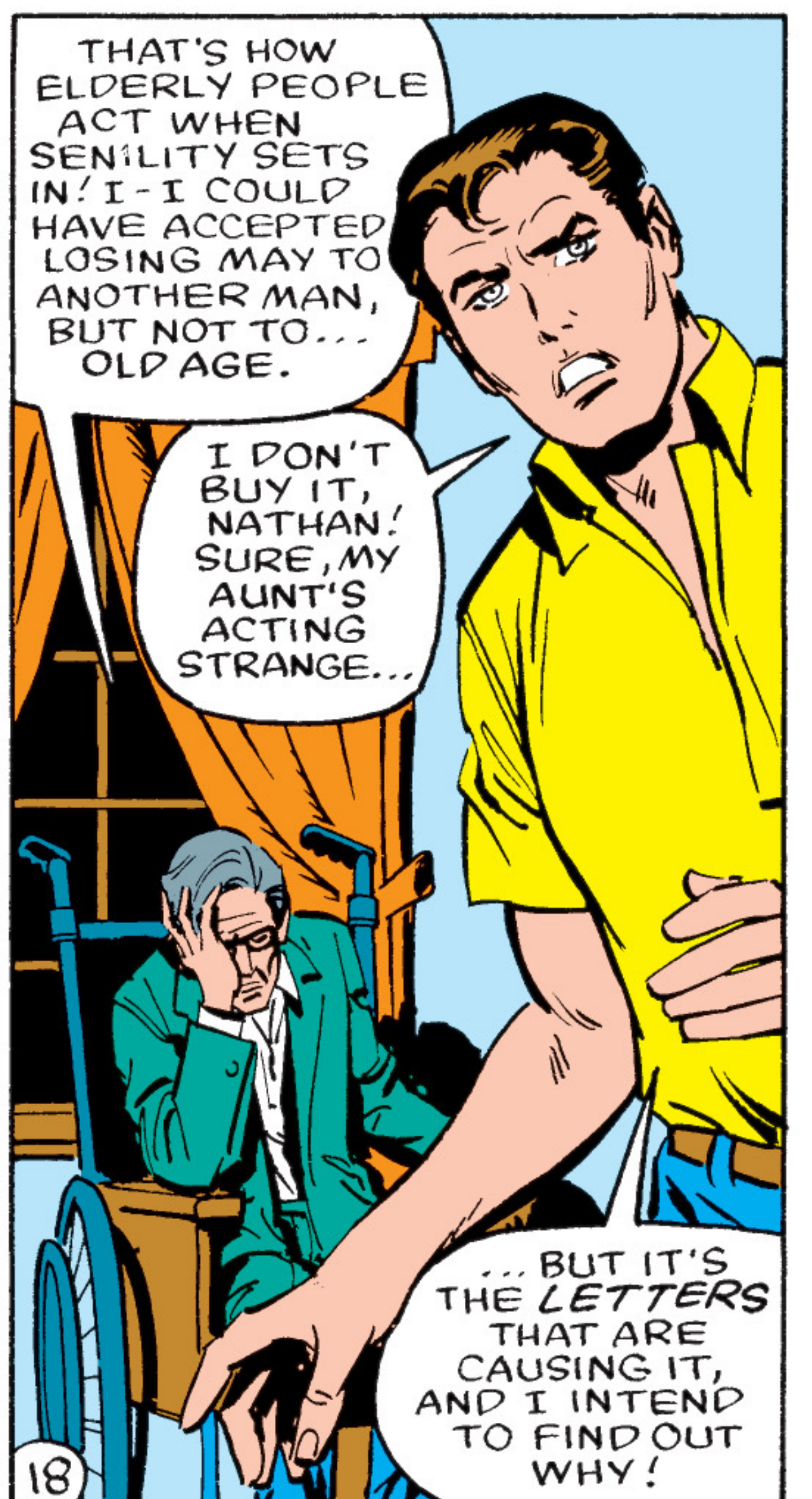
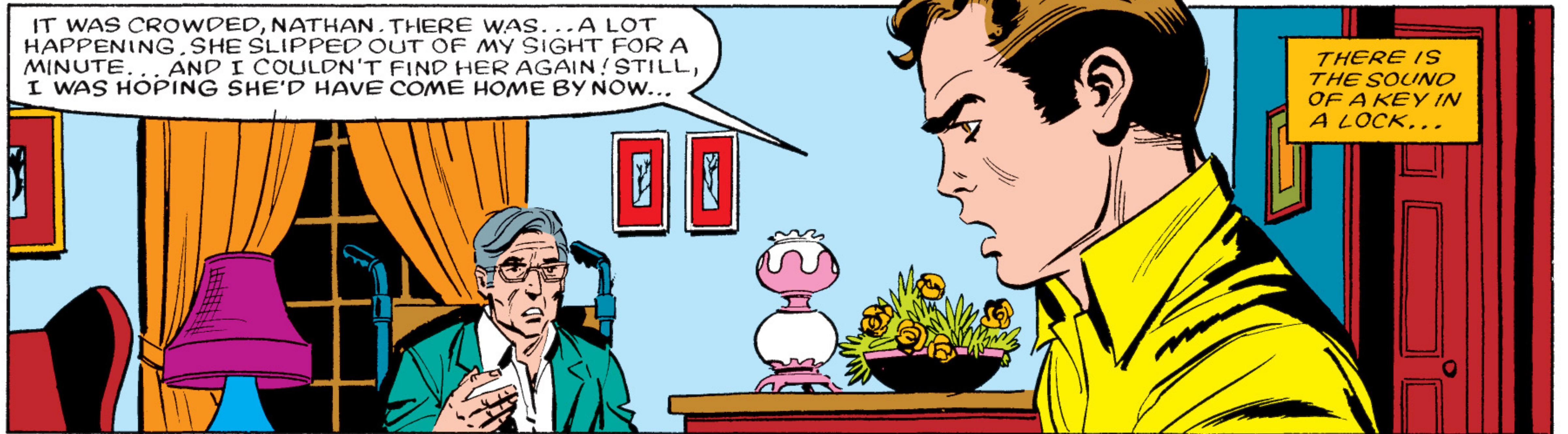
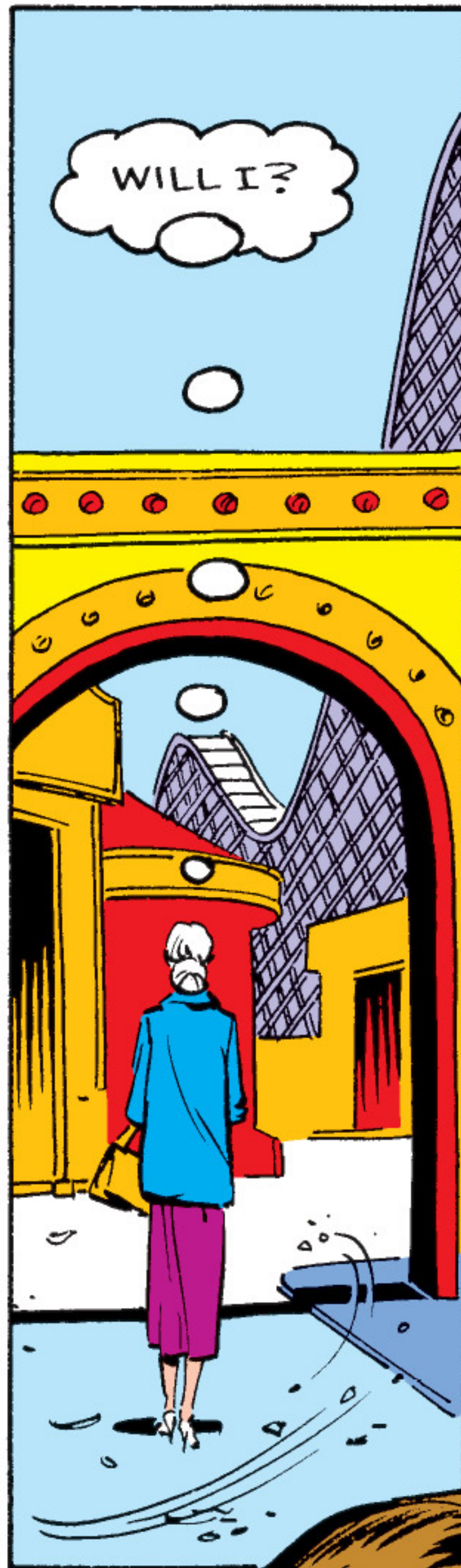
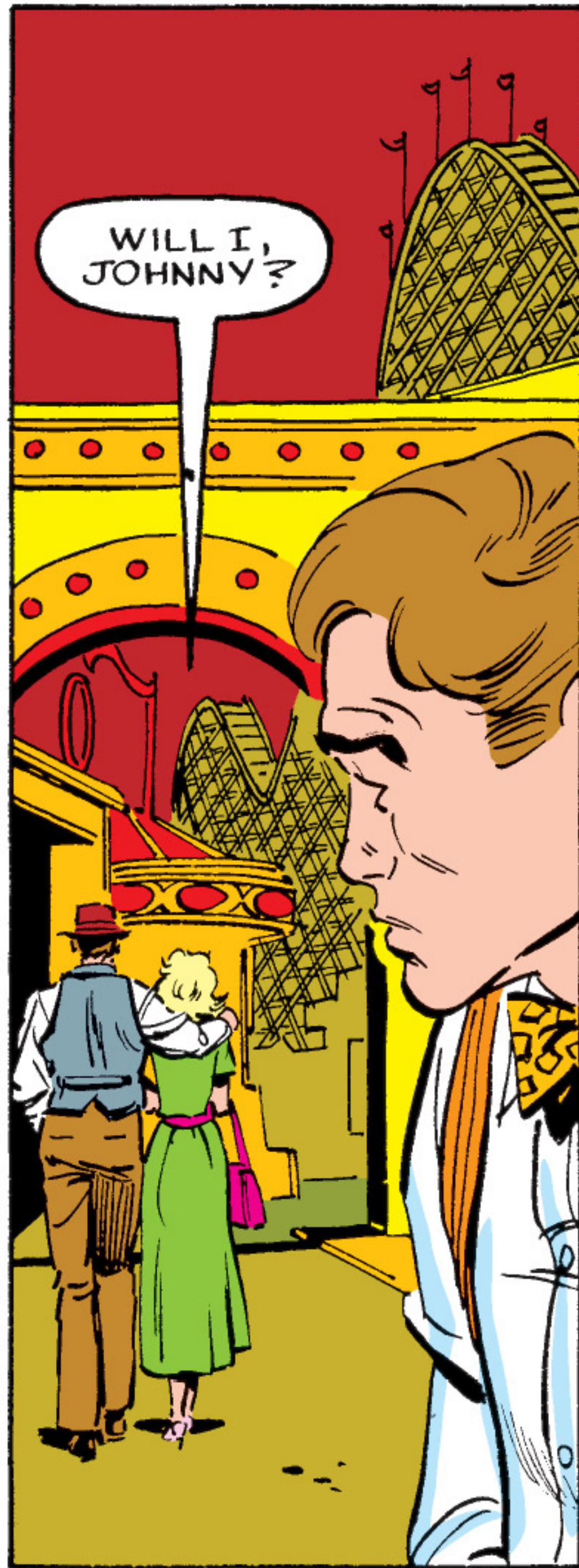
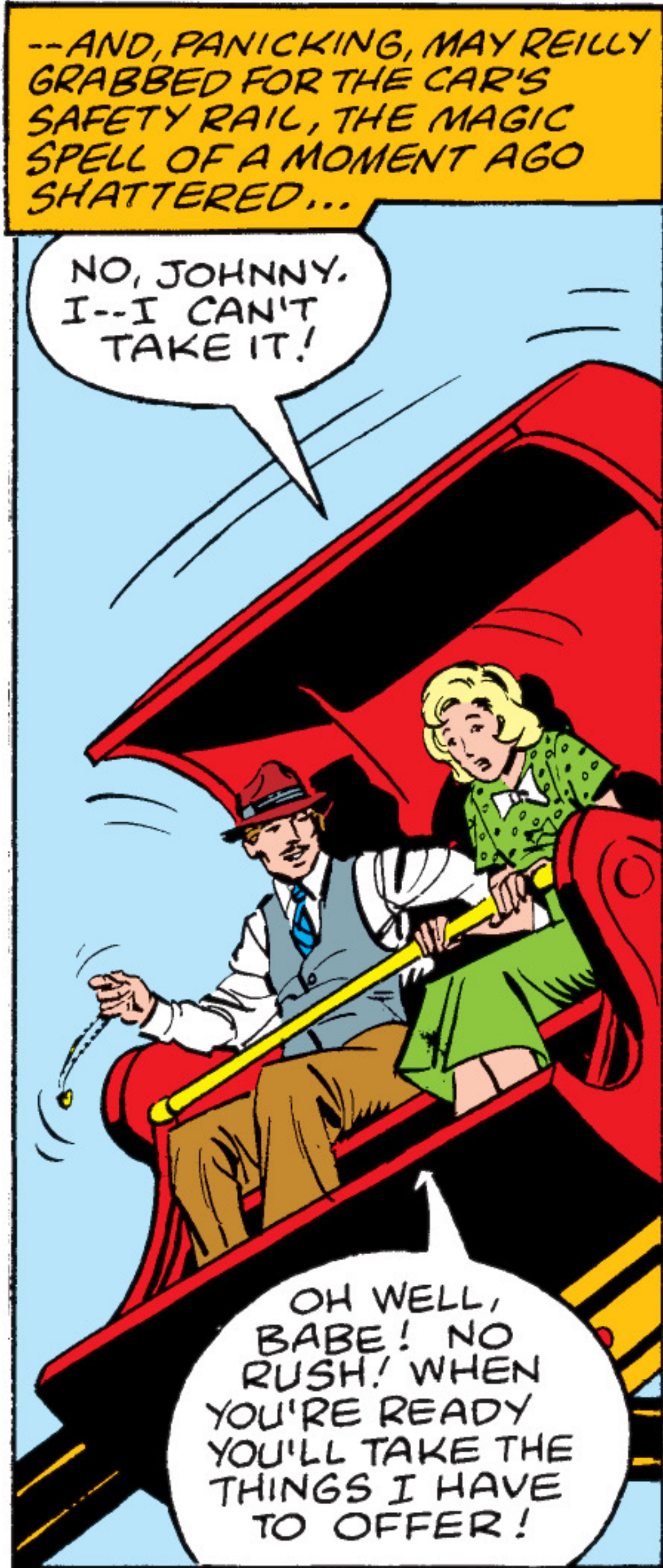
... WHEN SHE CAME TO CONEY ISLAND TO MEET JOHNNY JEROME.

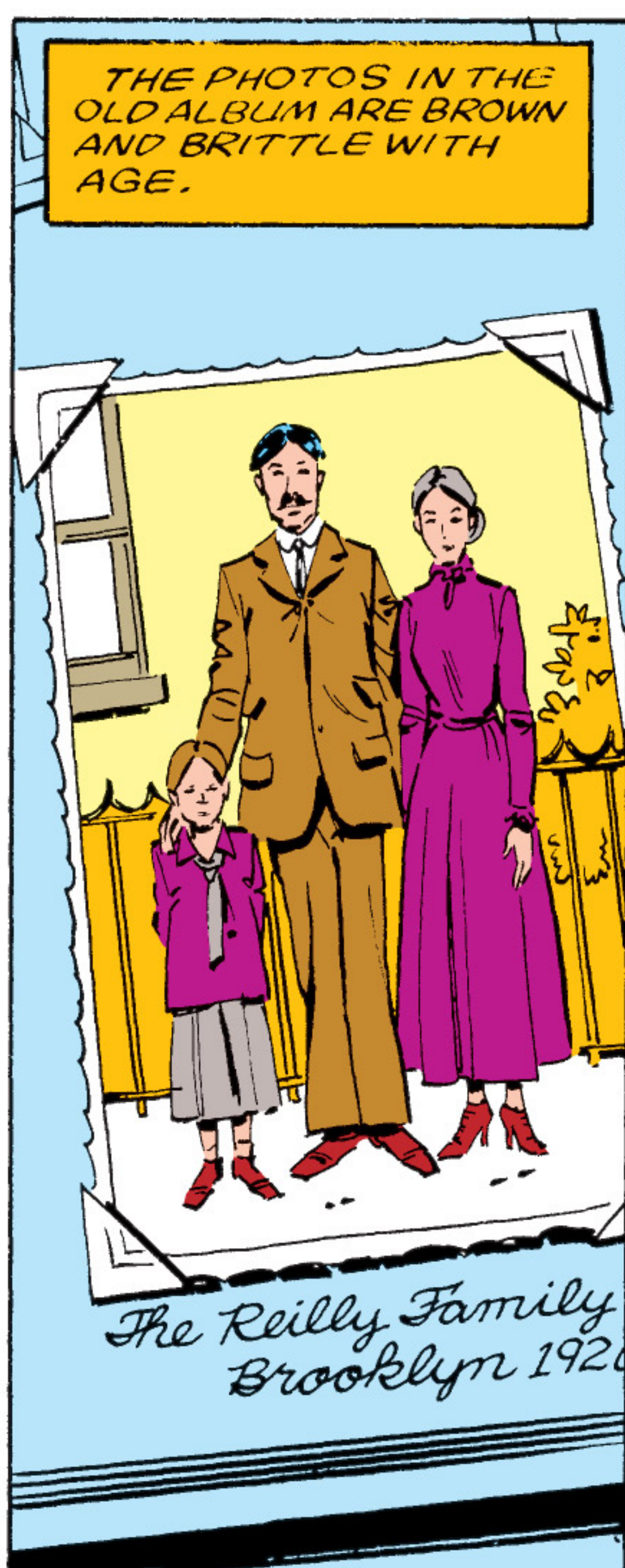
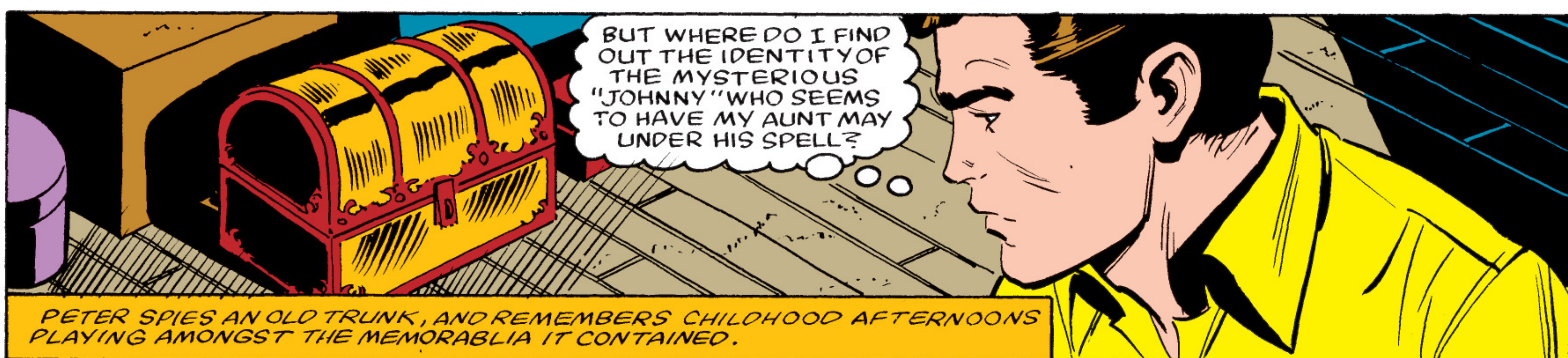
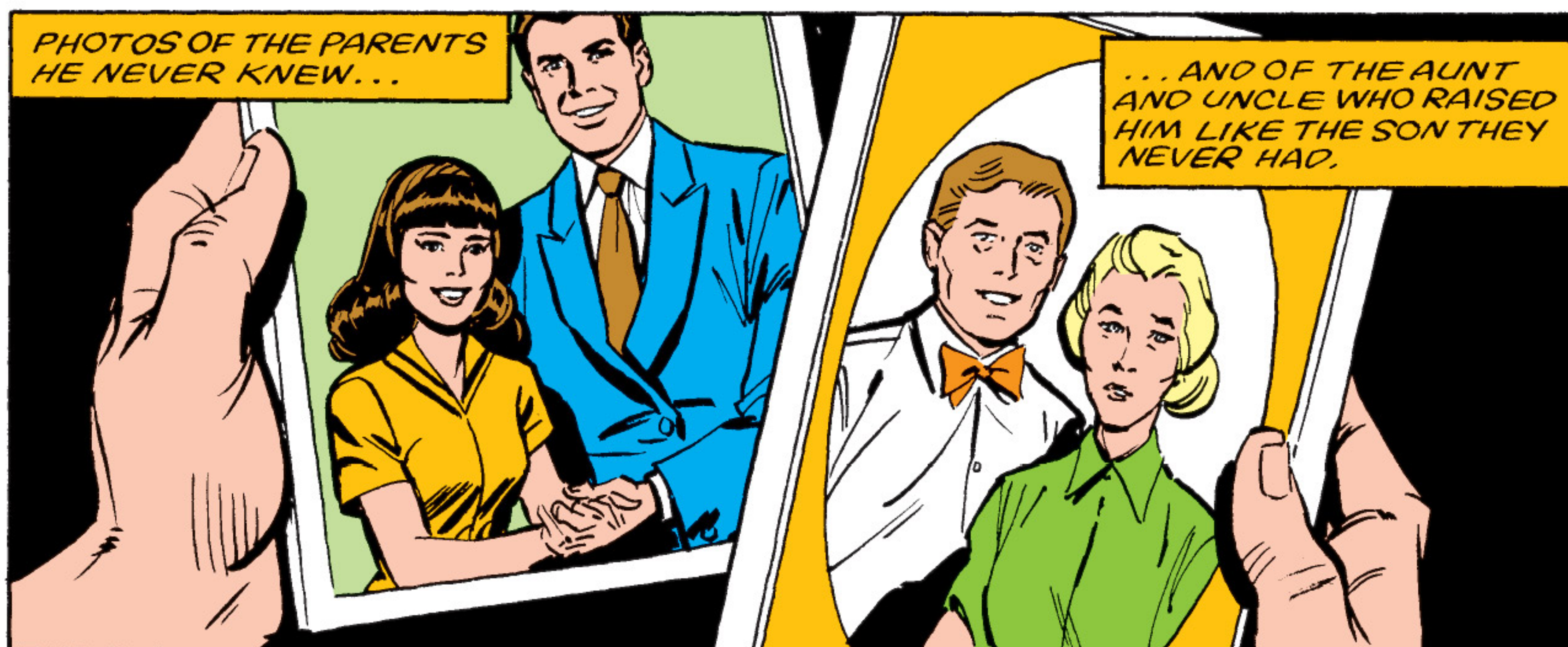
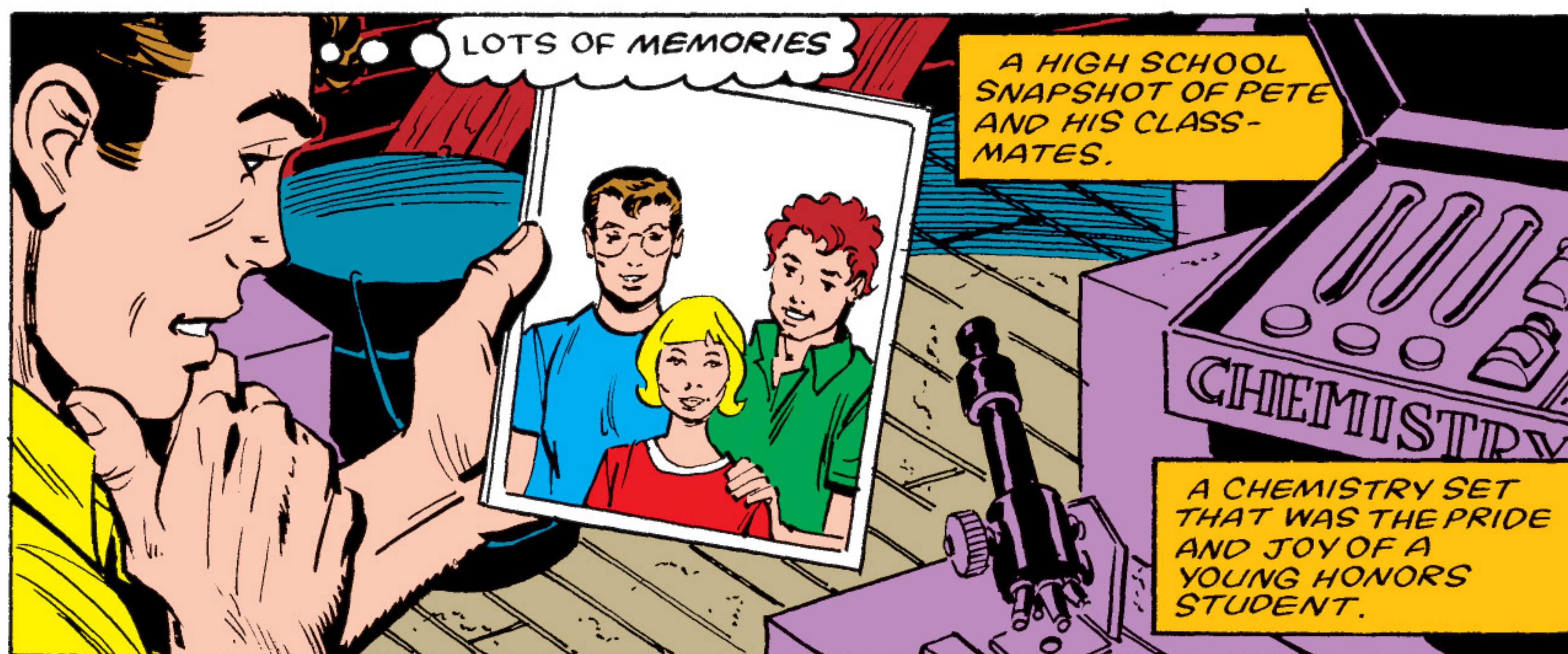
HEY, BABE--

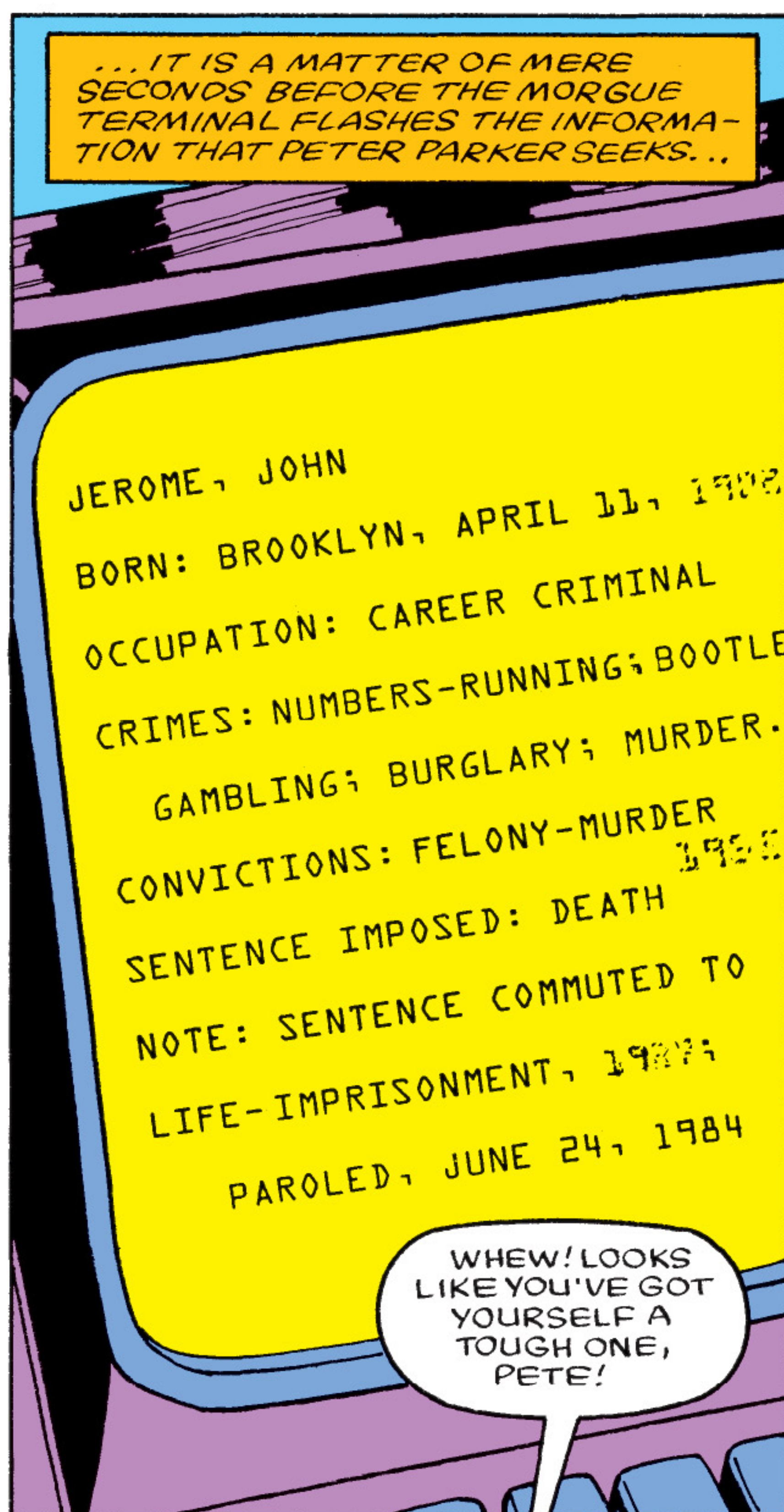
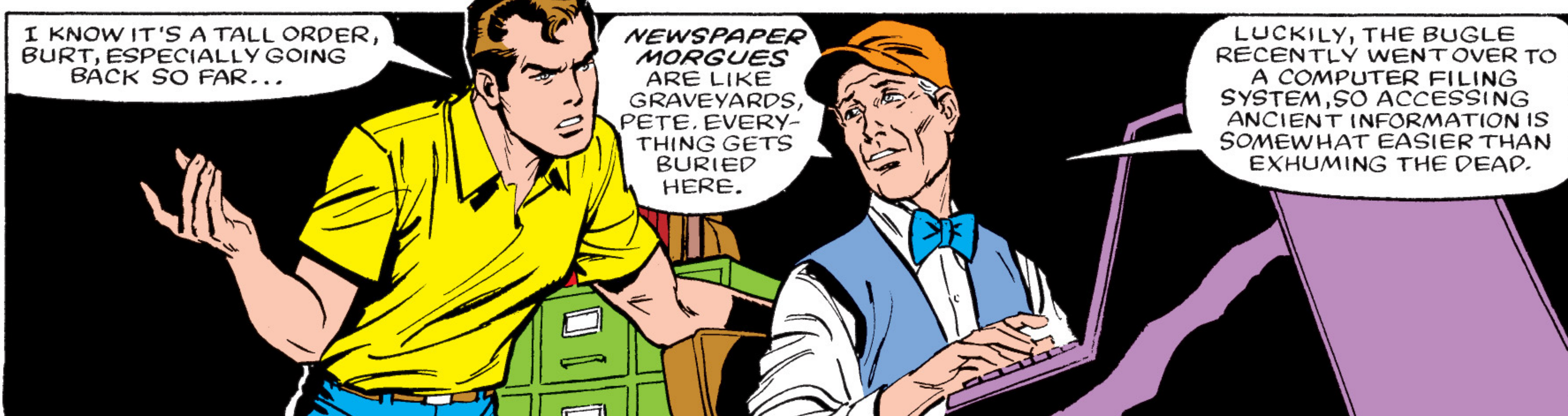
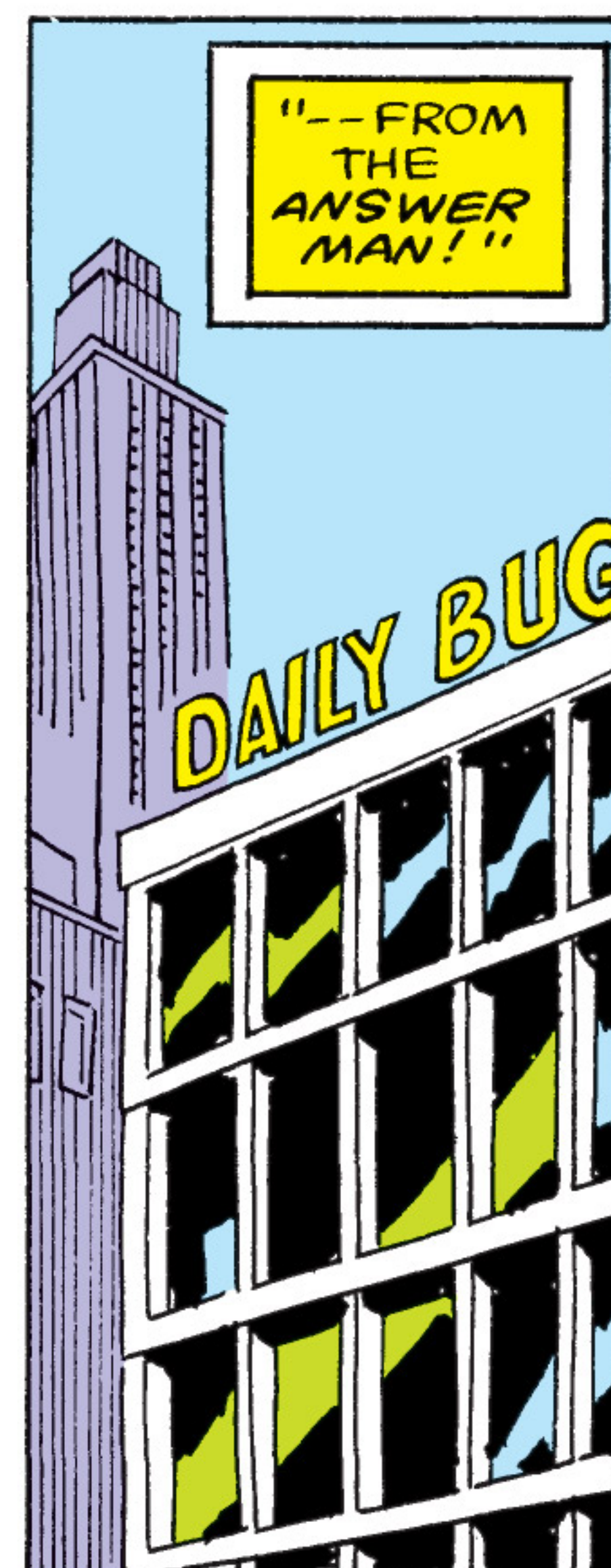


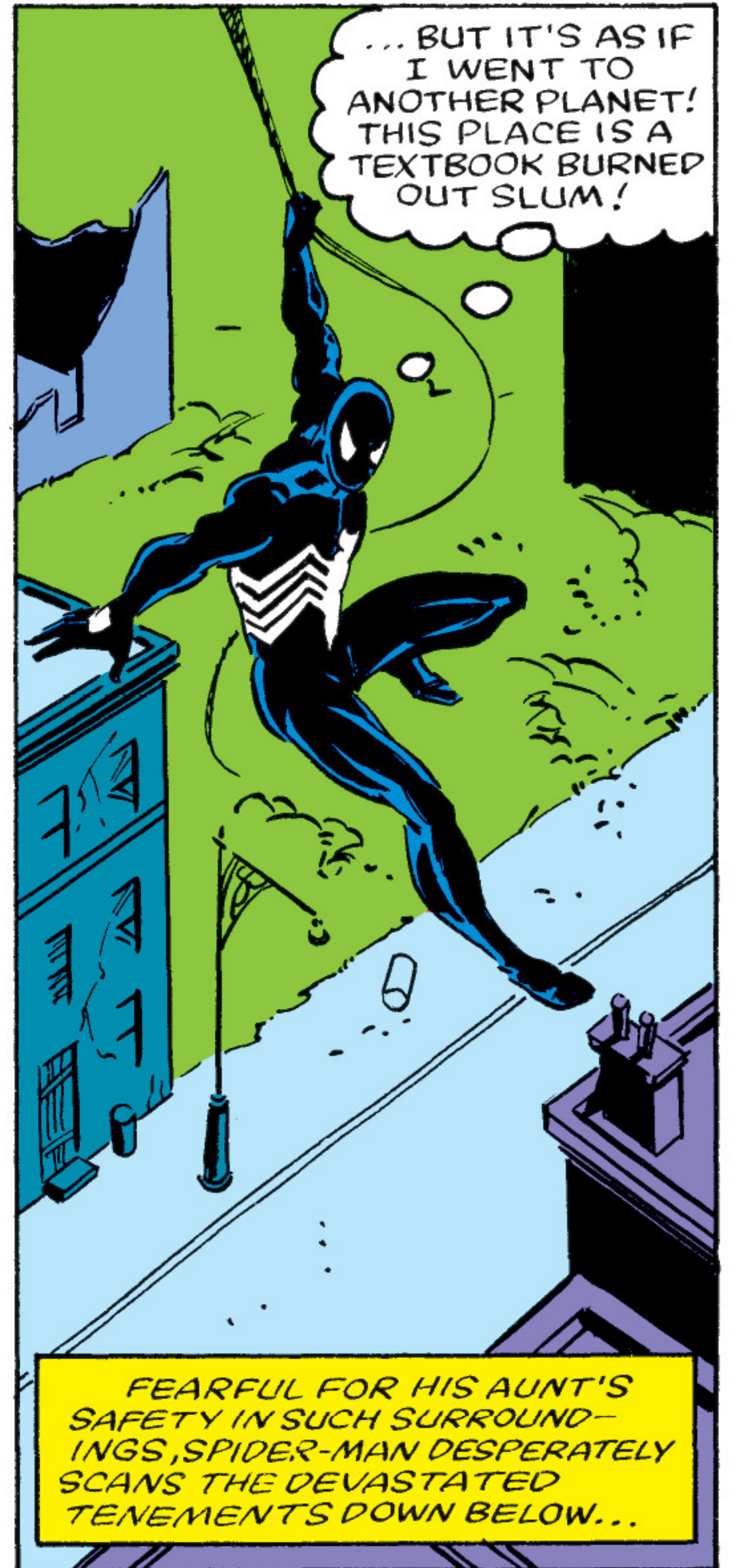
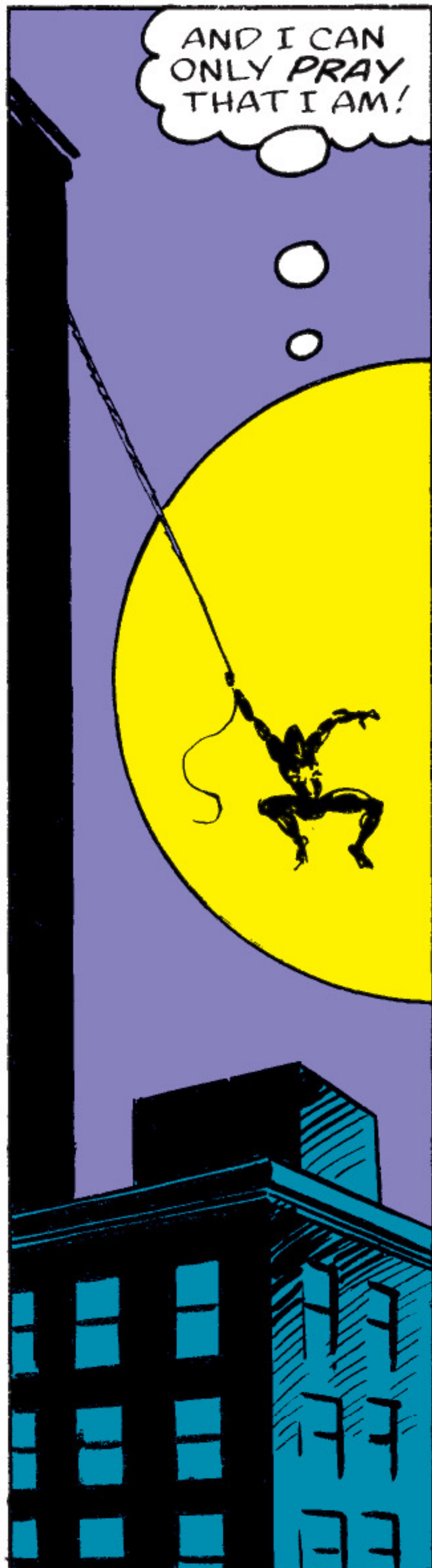
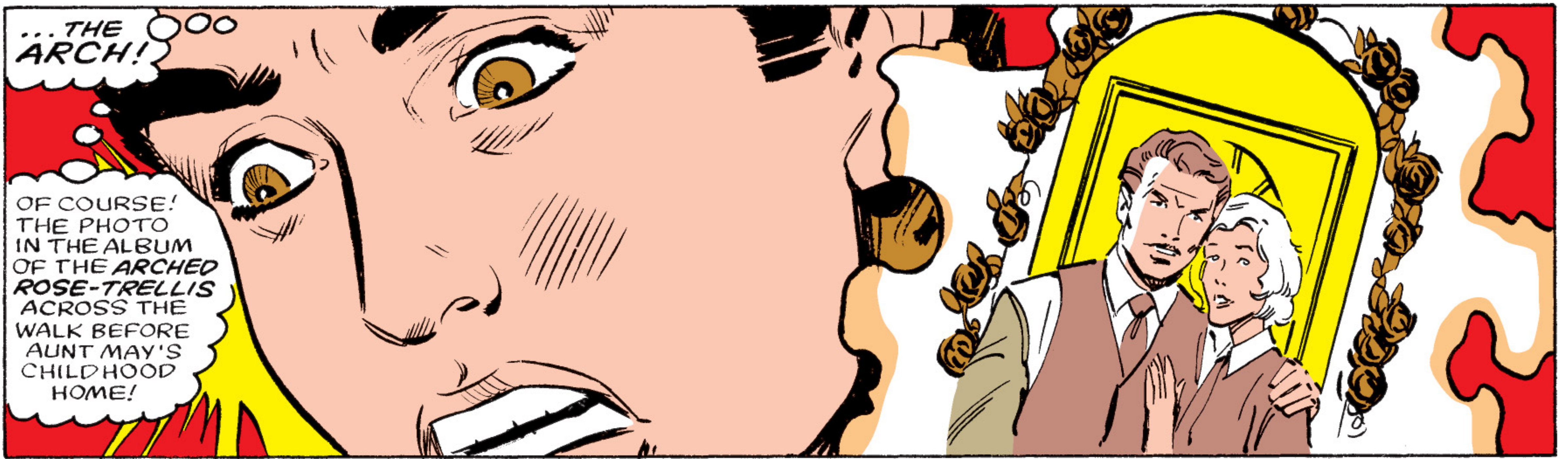
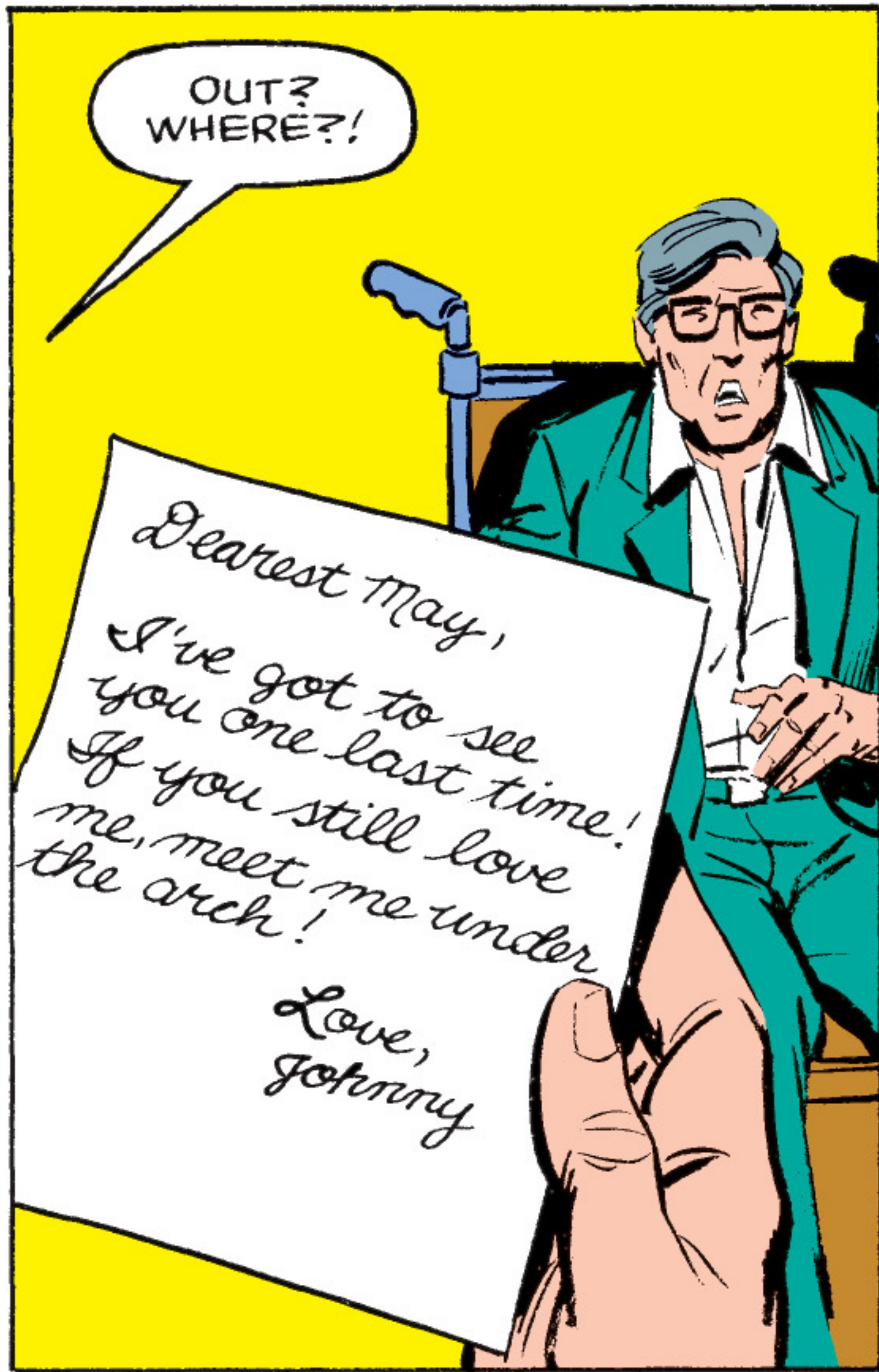


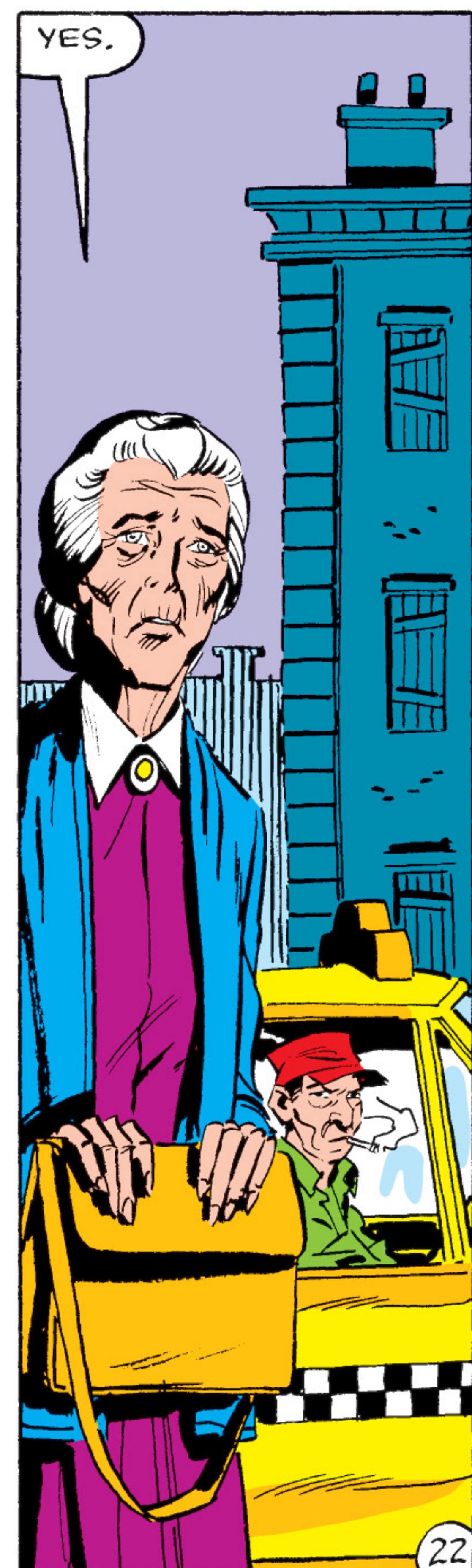
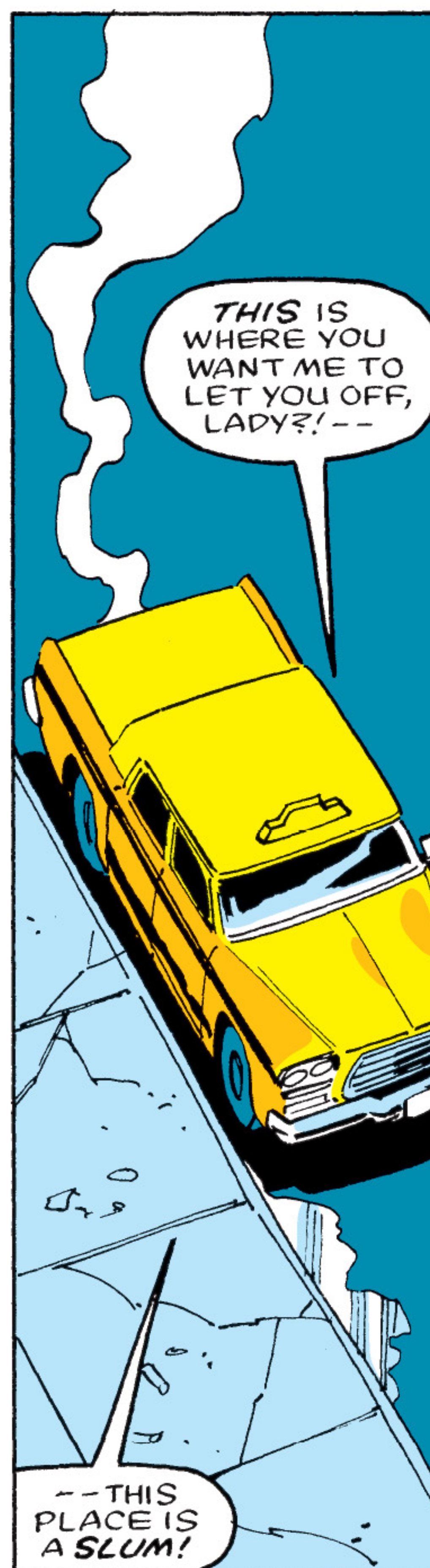
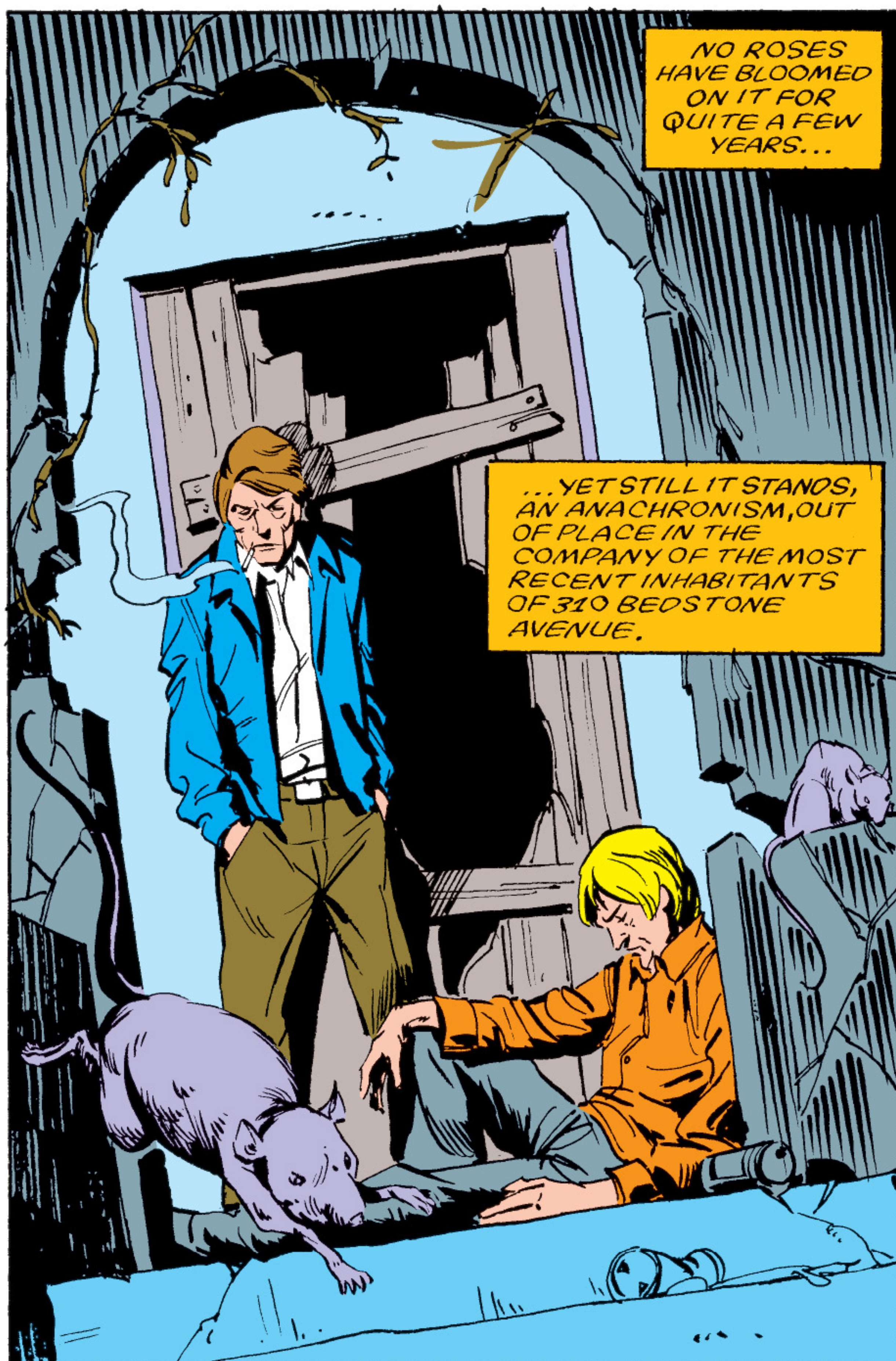
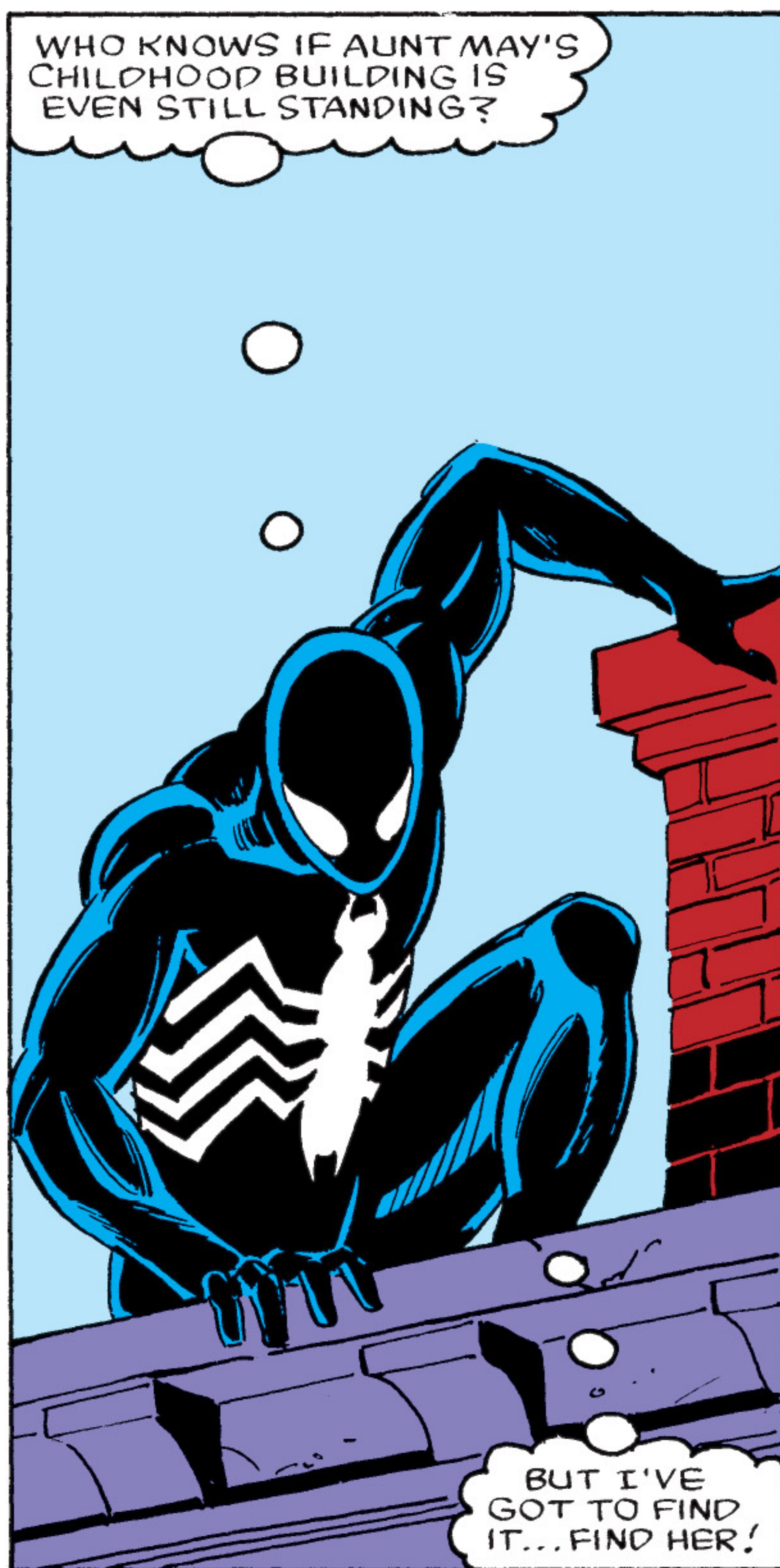
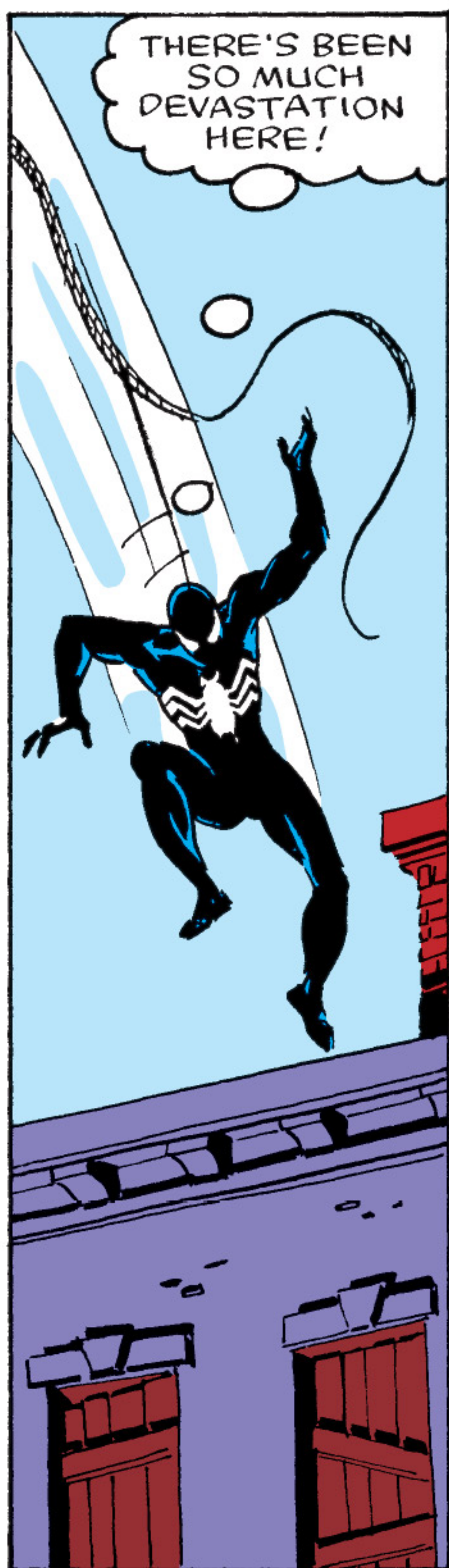


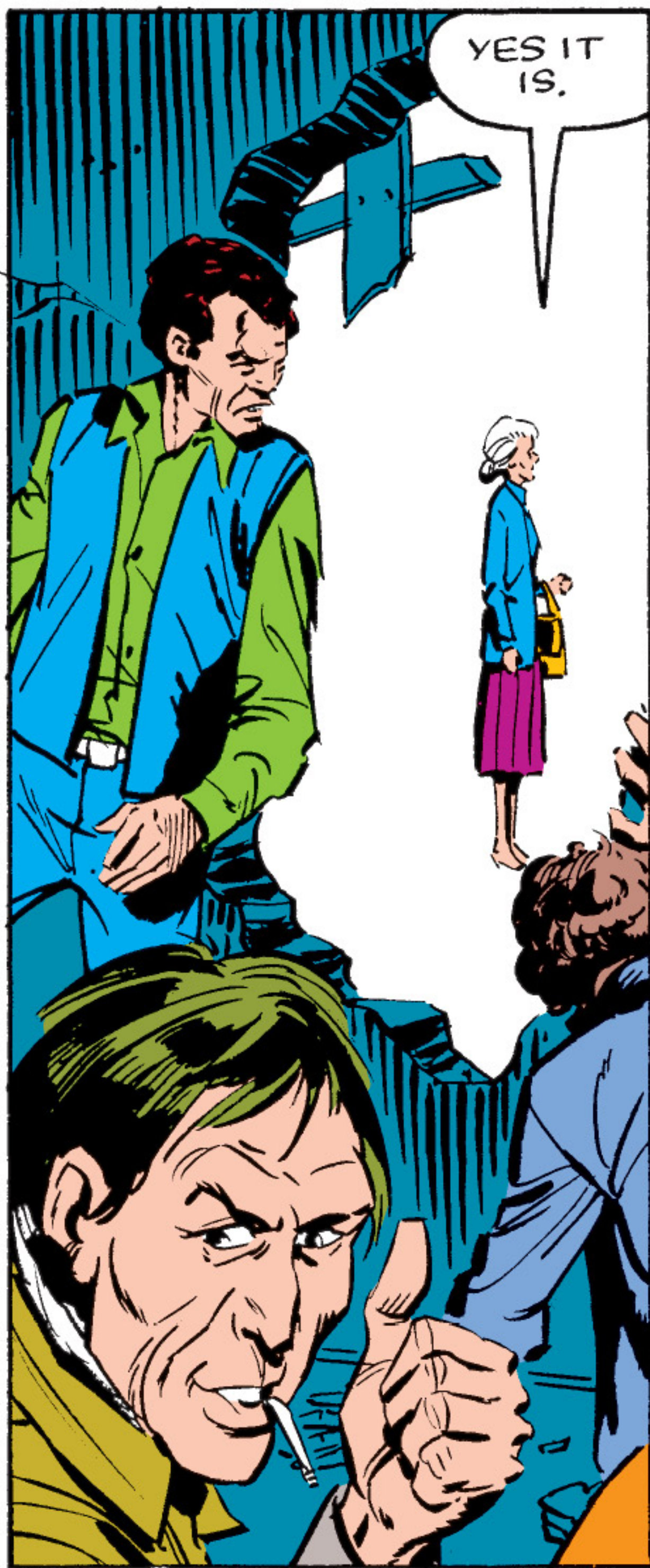












YES IT IS.



ATTAGIRL, AUNT MAY! YOU CAN'T BE SENILE IF YOU CAN SEE THIS PLACE FOR THE RAT'S NEST IT'S BECOME!



YES, IT IS QUITE DREADFUL. BUT, YOU KNOW...



... IT WAS BEAUTIFUL... ONCE.

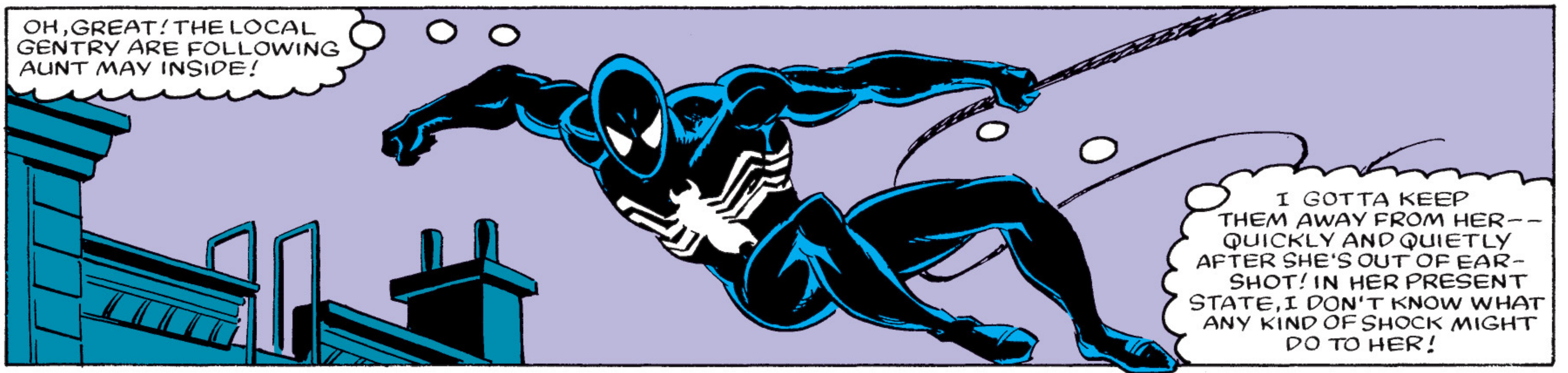
AGAIN MEMORY OVERWHELMS REALITY...



... THOUGH REALITY REFUSES TO BE FORGOTTEN.

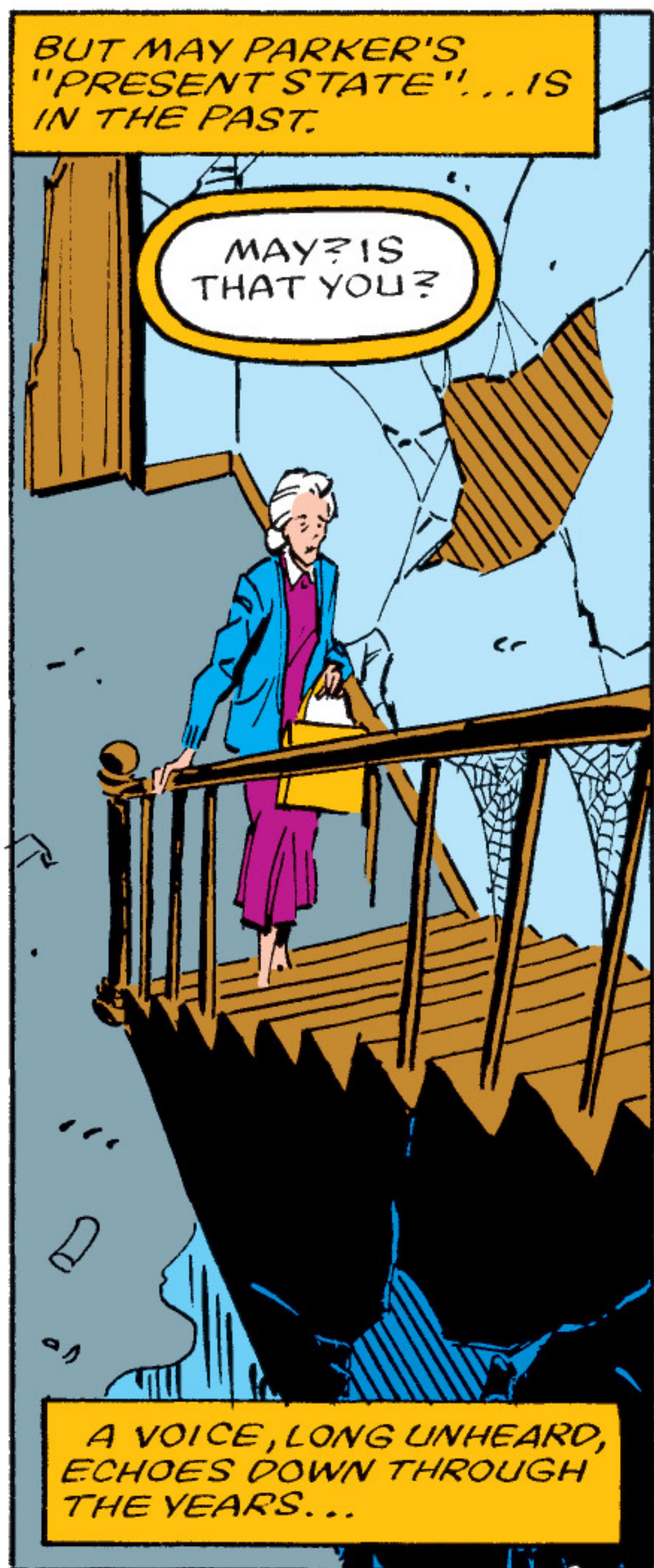
I MUST BE DREAMIN'! AN OLD LADY GOIN' INTO THAT HOLE...

WITH HER PURSE ON HER ARM!



OH, GREAT! THE LOCAL GENTRY ARE FOLLOWING AUNT MAY INSIDE!

I GOTTA KEEP THEM AWAY FROM HER-- QUICKLY AND QUIETLY AFTER SHE'S OUT OF EAR-SHOT! IN HER PRESENT STATE, I DON'T KNOW WHAT ANY KIND OF SHOCK MIGHT DO TO HER!



BUT MAY PARKER'S "PRESENT STATE"... IS IN THE PAST.

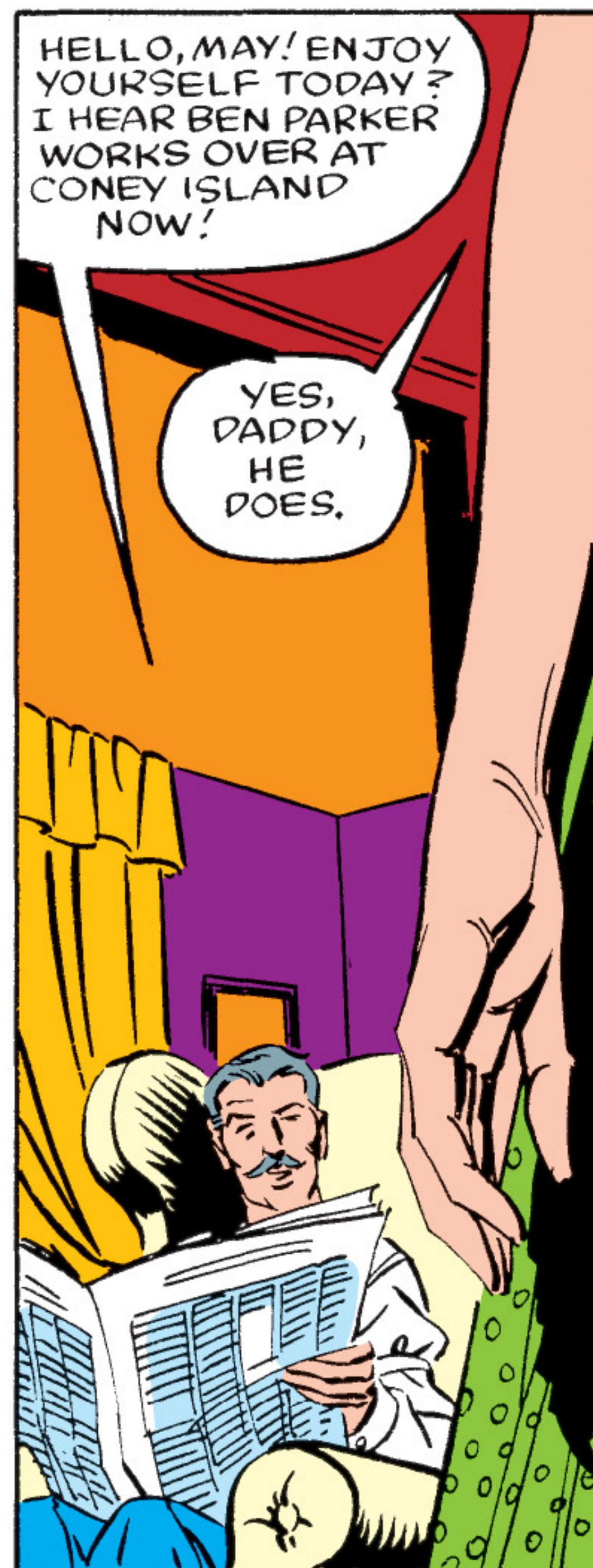
MAY? IS THAT YOU?

A VOICE, LONG UNHEARD, ECHOES DOWN THROUGH THE YEARS...



YES, MOTHER. I'M HOME.

GO IN AND SAY HELLO TO YOUR FATHER, DEAR. TELL HIM I'LL HAVE SUPPER READY SOON.



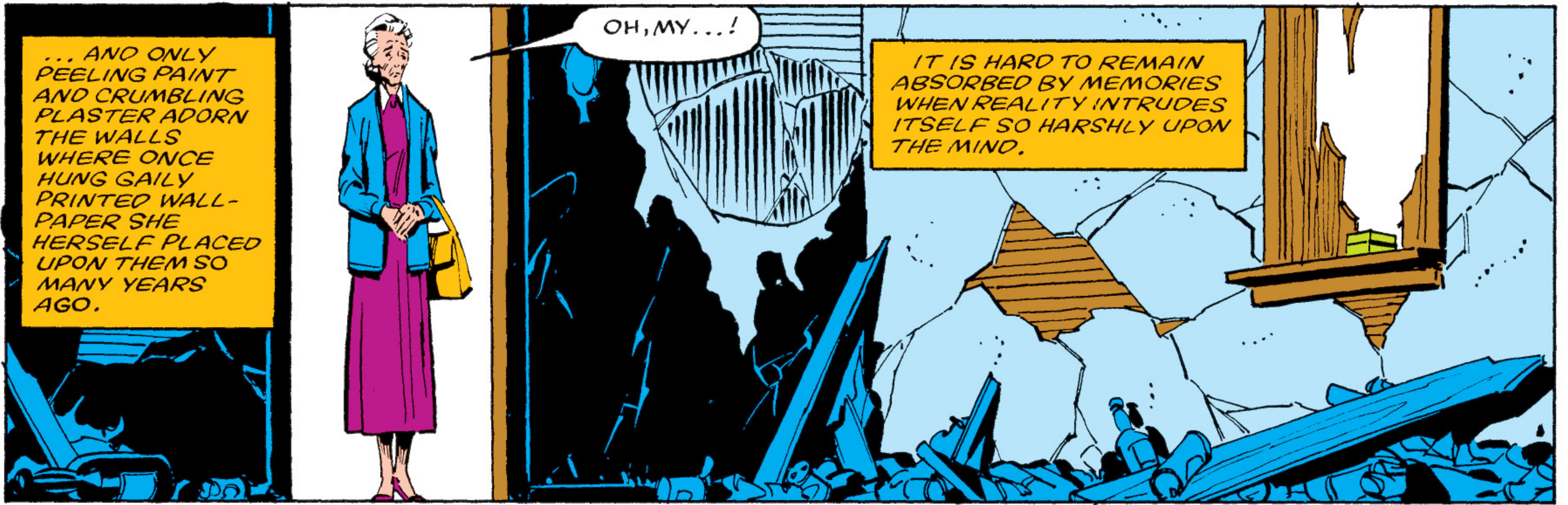
HELLO, MAY! ENJOY YOURSELF TODAY? I HEAR BEN PARKER WORKS OVER AT CONEY ISLAND NOW!

YES, DADDY, HE DOES.



BUT I WAS WITH JOHNNY JEROME.

THE DOOR TO MAY REILLY'S ROOM IS LONG GONE FROM ITS HINGES...

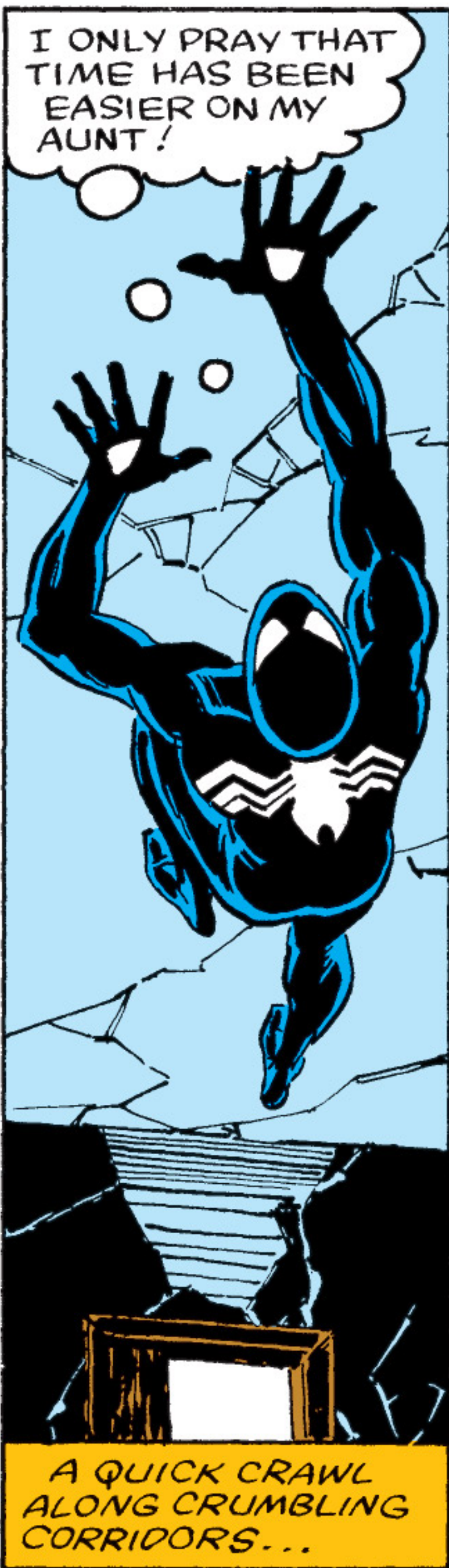


... AND ONLY
PEELING PAINT
AND CRUMBLING
PLASTER ADORN
THE WALLS
WHERE ONCE
HUNG GAILY
PRINTED WALL-
PAPER SHE
HERSELF PLACED
UPON THEM SO
MANY YEARS
AGO.

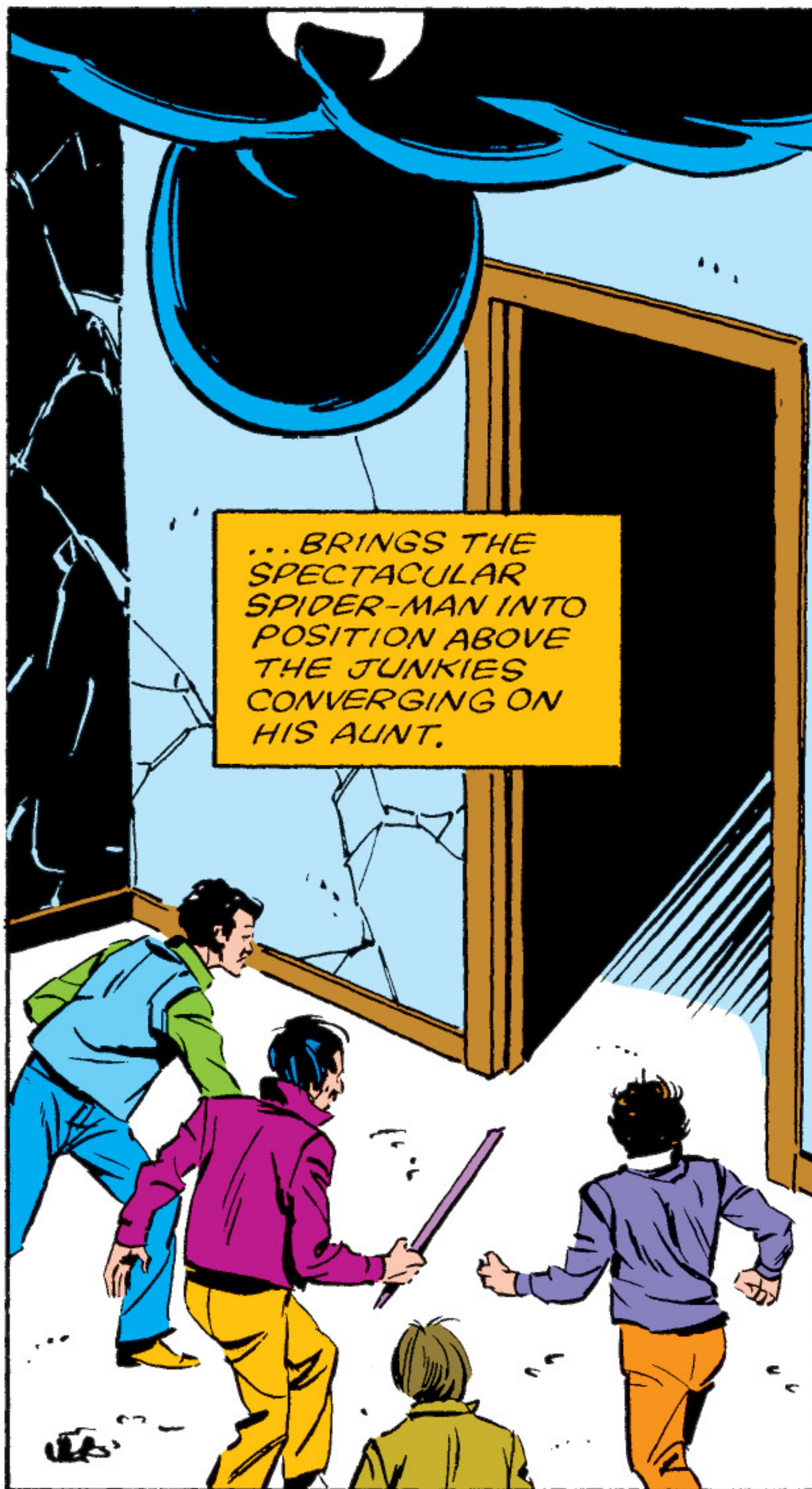
IT IS HARD TO REMAIN
ABSORBED BY MEMORIES
WHEN REALITY INTRUDES
ITSELF SO HARSHLY UPON
THE MIND.



TIME HAS
BEEN HARD
ON IT!



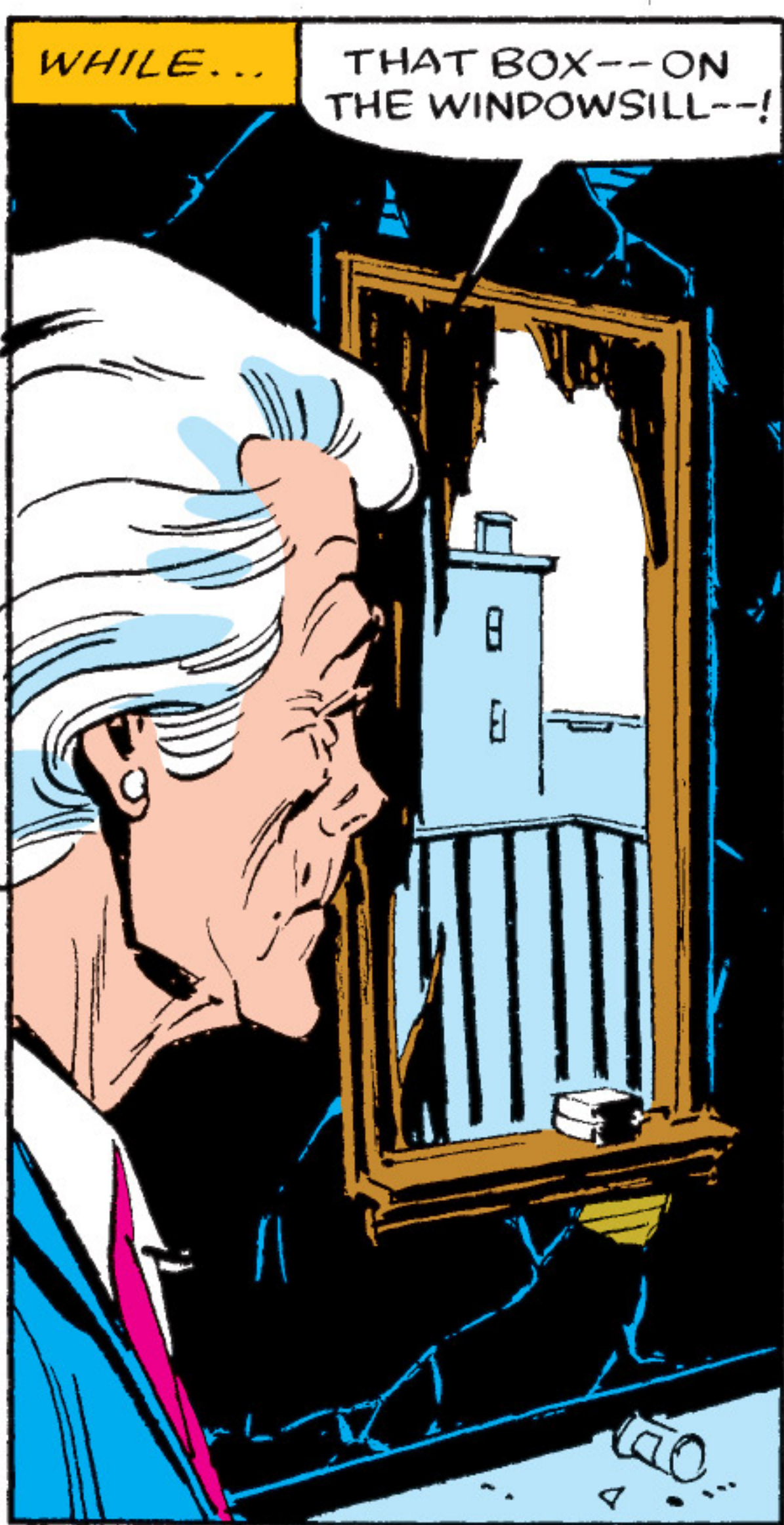
A QUICK CRAWL
ALONG CRUMBLING
CORRIDORS...



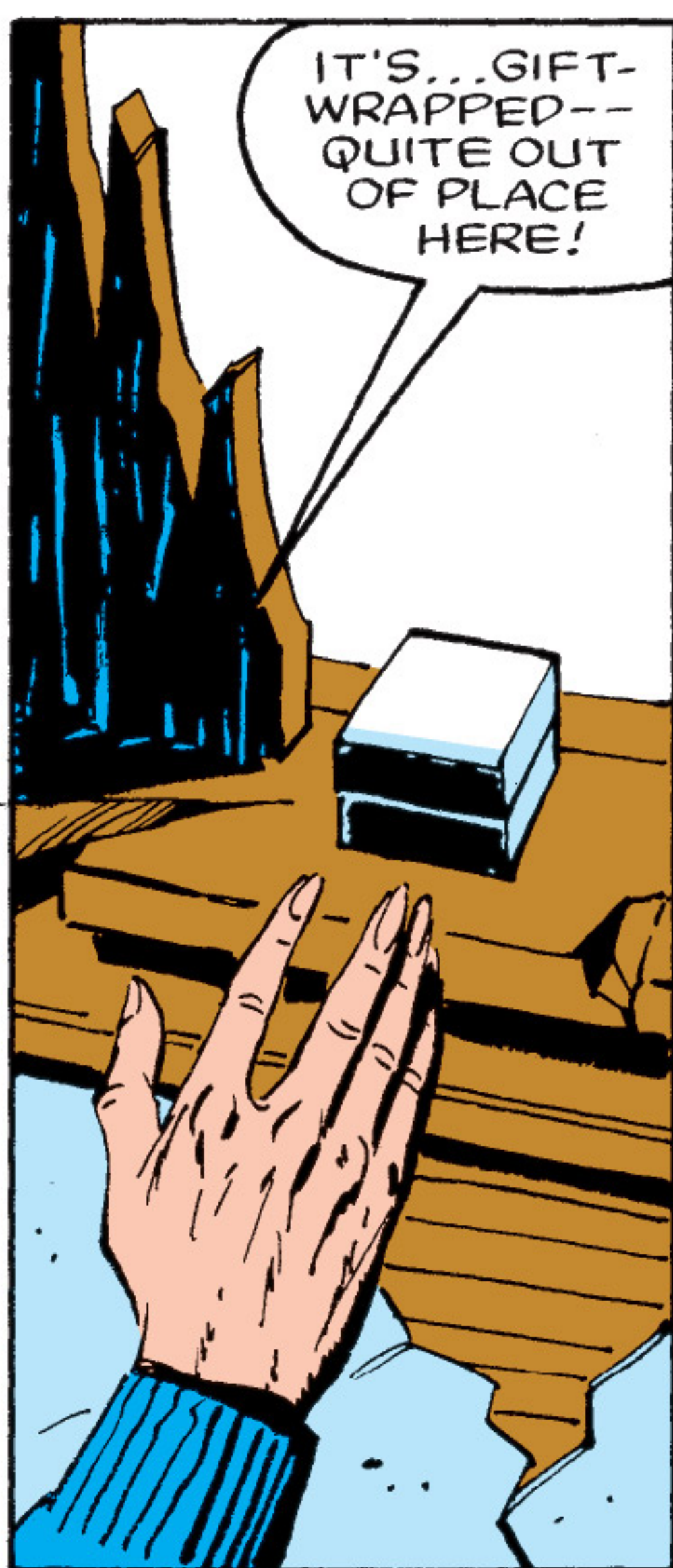
...BRINGS THE
SPECTACULAR
SPIDER-MAN INTO
POSITION ABOVE
THE JUNKIES
CONVERGING ON
HIS AUNT.



NOW TO HANDLE
THESE HUMAN VULTURES
WITHOUT ALERTING
AUNT MAY...!



WHILE...
THAT BOX--ON
THE WINDOWSILL--!



IT'S... GIFT-
WRAPPED--
QUITE OUT
OF PLACE
HERE!



OH!



"WHEN YOU'RE
READY, BABE, YOU'LL
TAKE THE THINGS I
HAVE TO OFFER!"



OH, YEAH, BABE--
YOU WILL!



JOHNNY, WHAT...
MMMMPHH!

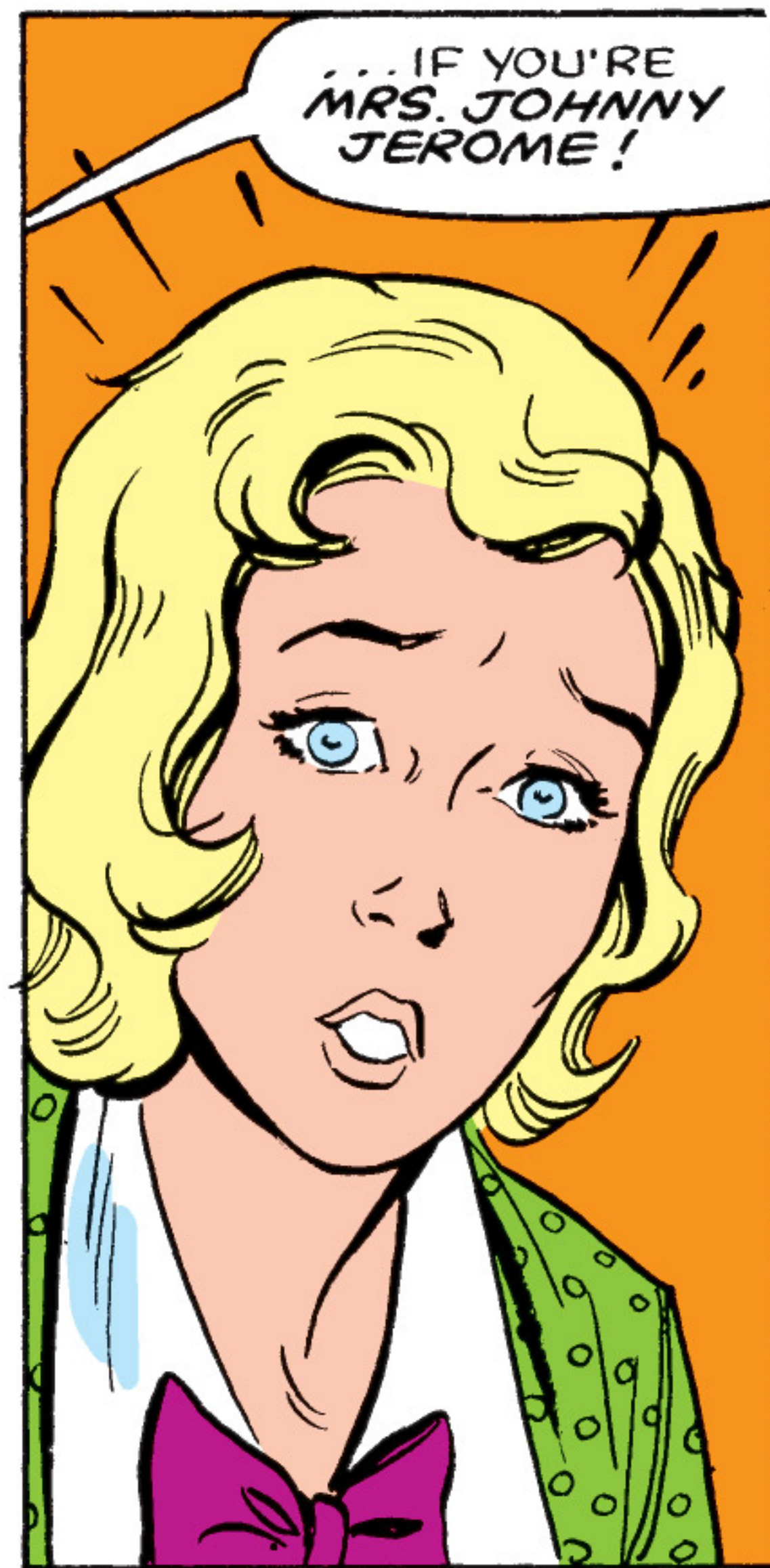
NO TIME FOR
SMALL TALK,
SWEETHEART!

WE GOTTA
WORK FAST NOW!



BUT, JOHNNY, I
ALREADY TOLD YOU--
I CAN'T ACCEPT THIS!

SURE YOU
CAN, BABE...



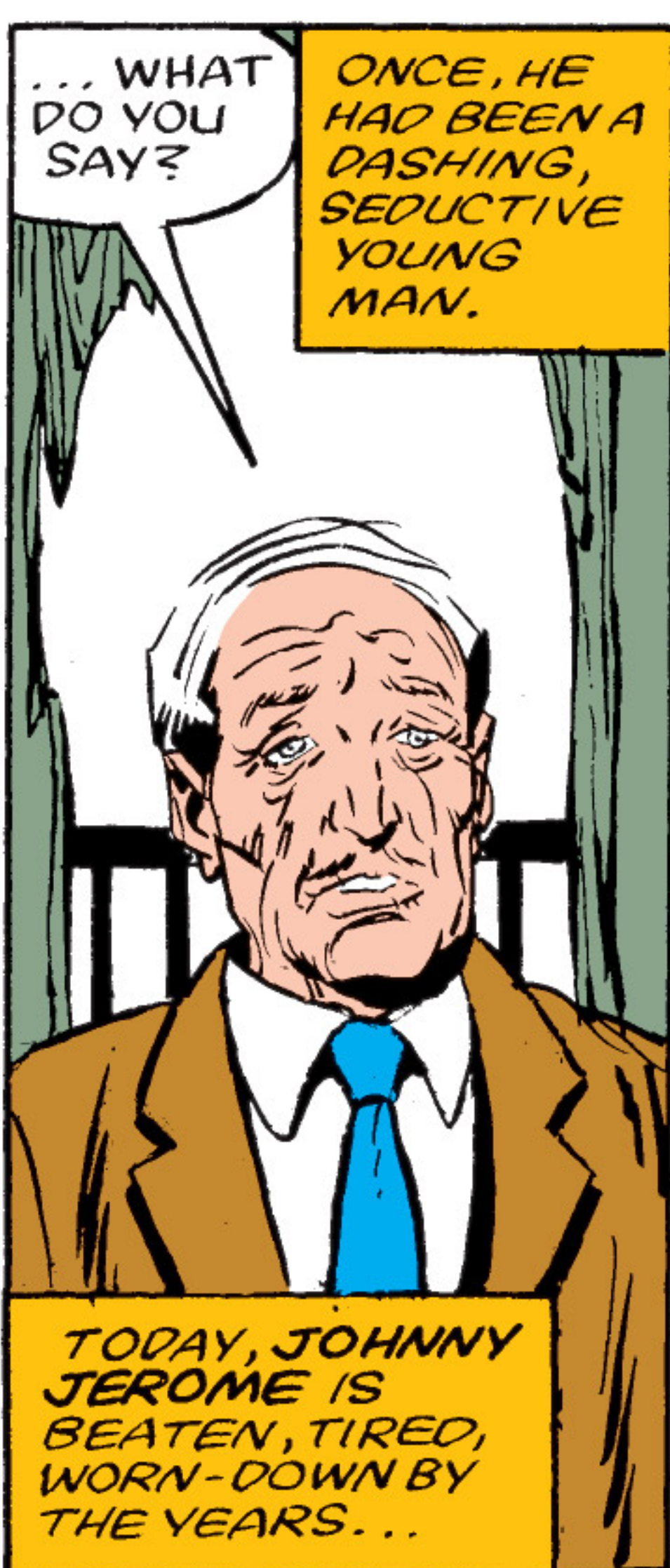
... IF YOU'RE
MRS. JOHNNY
JEROME!



WELL,
BABE...

THE VOICE
SO YOUNG, SO
CONFIDENT...

... FALLS FALTERINGLY
AND FRAIL UPON MAY
PARKER'S EARS.



... WHAT
DO YOU
SAY?

ONCE, HE
HAD BEEN A
DASHING,
SEDUCTIVE
YOUNG
MAN.

TODAY, JOHNNY
JEROME IS
BEATEN, TIRED,
WORN-DOWN BY
THE YEARS...



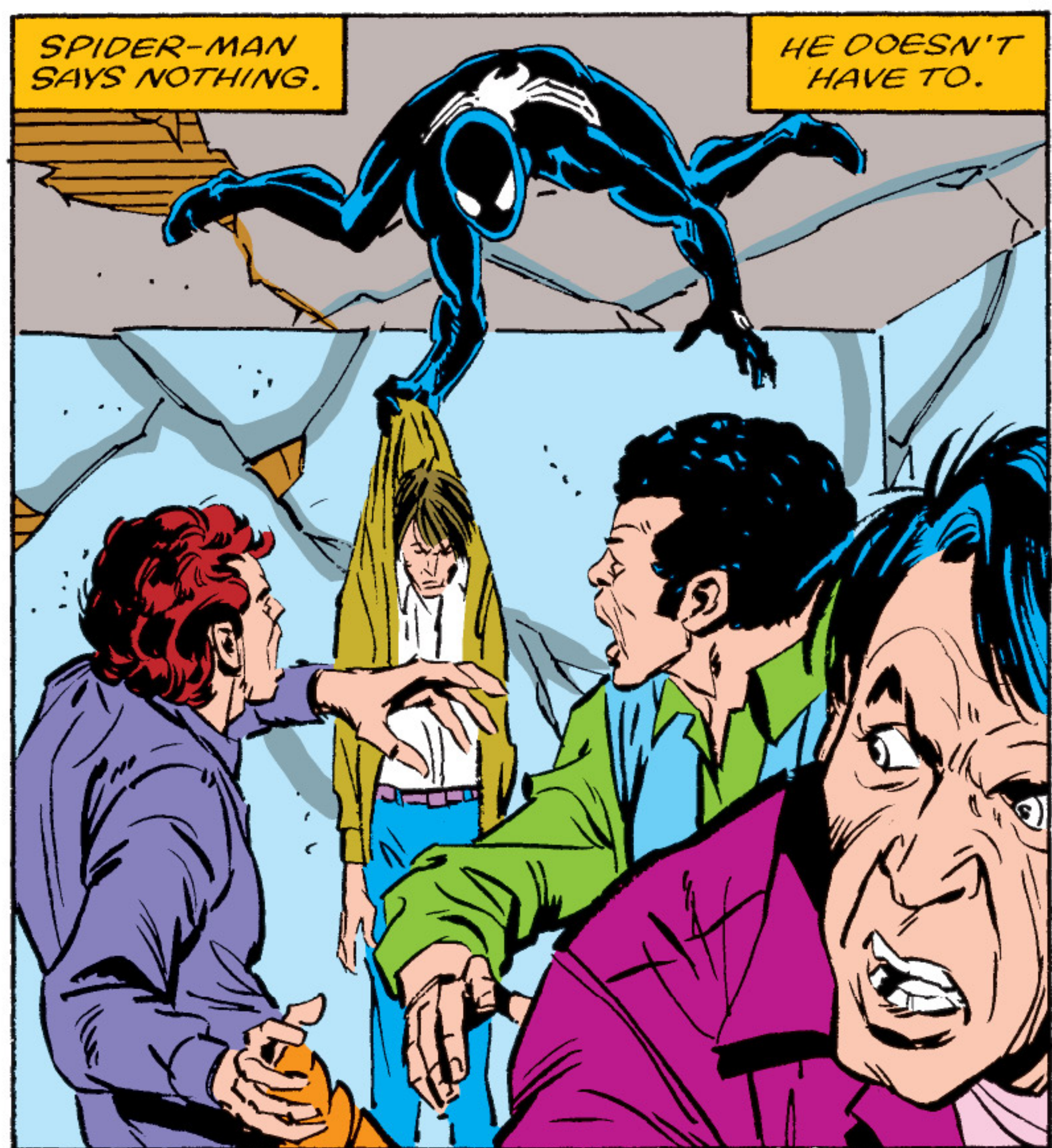
SADDEST OF ALL, FOR HIM THERE IS NO
EMERGING FROM THE MEMORIES HE
SHARES WITH MAY PARKER.

MEANWHILE, IN THE
HALLWAY BEYOND...

OKAY,
LET'S...



KO NKK

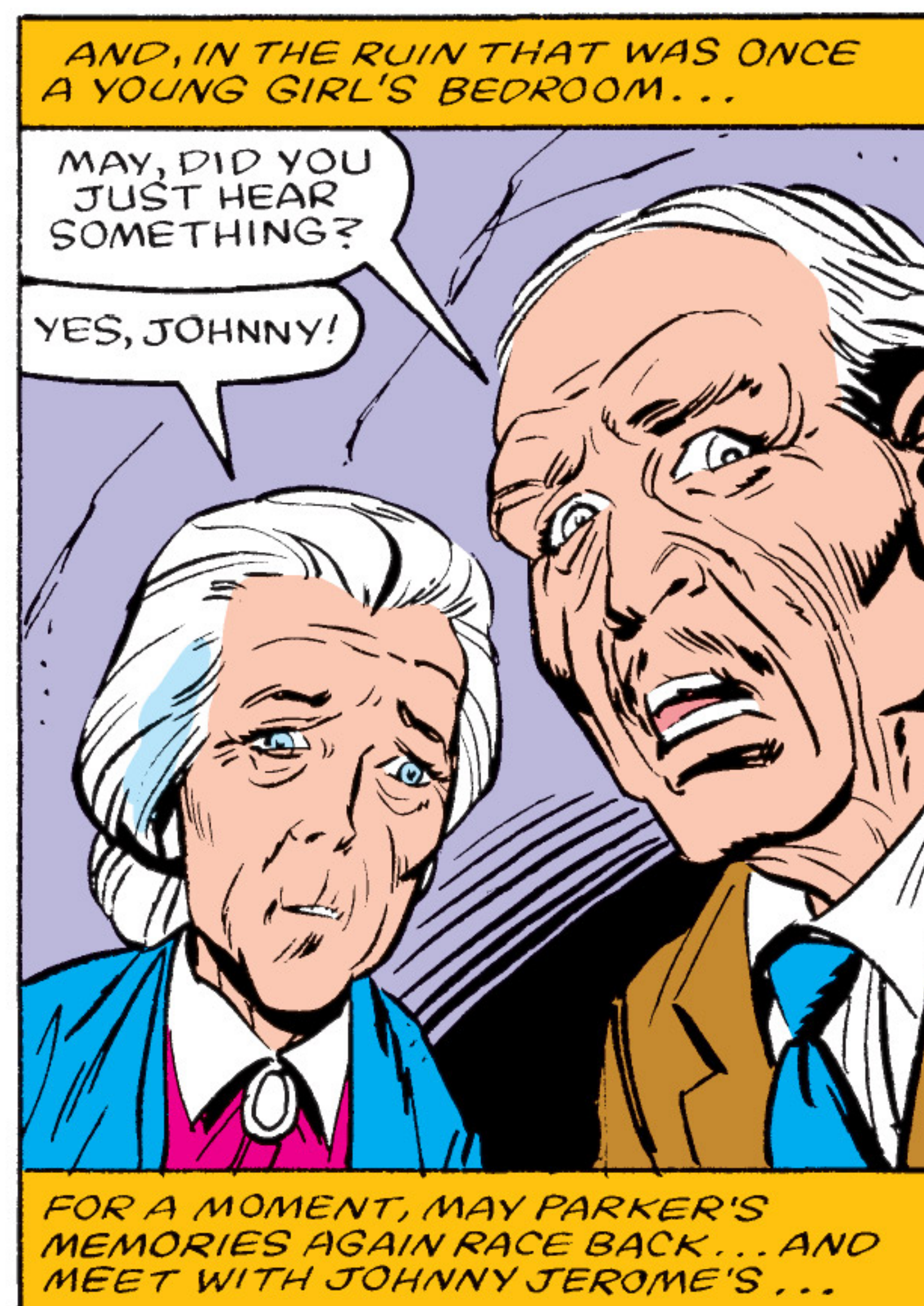
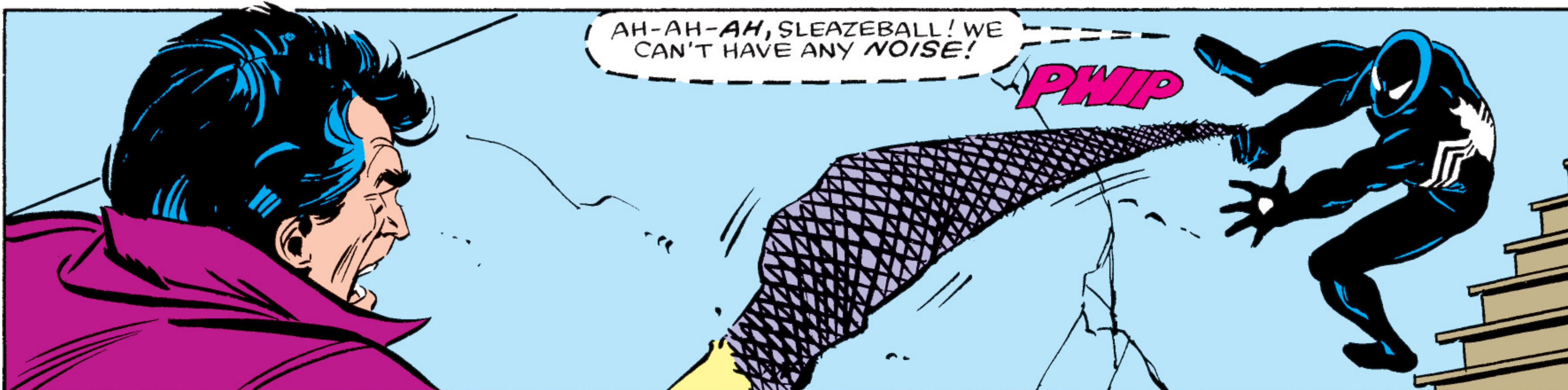


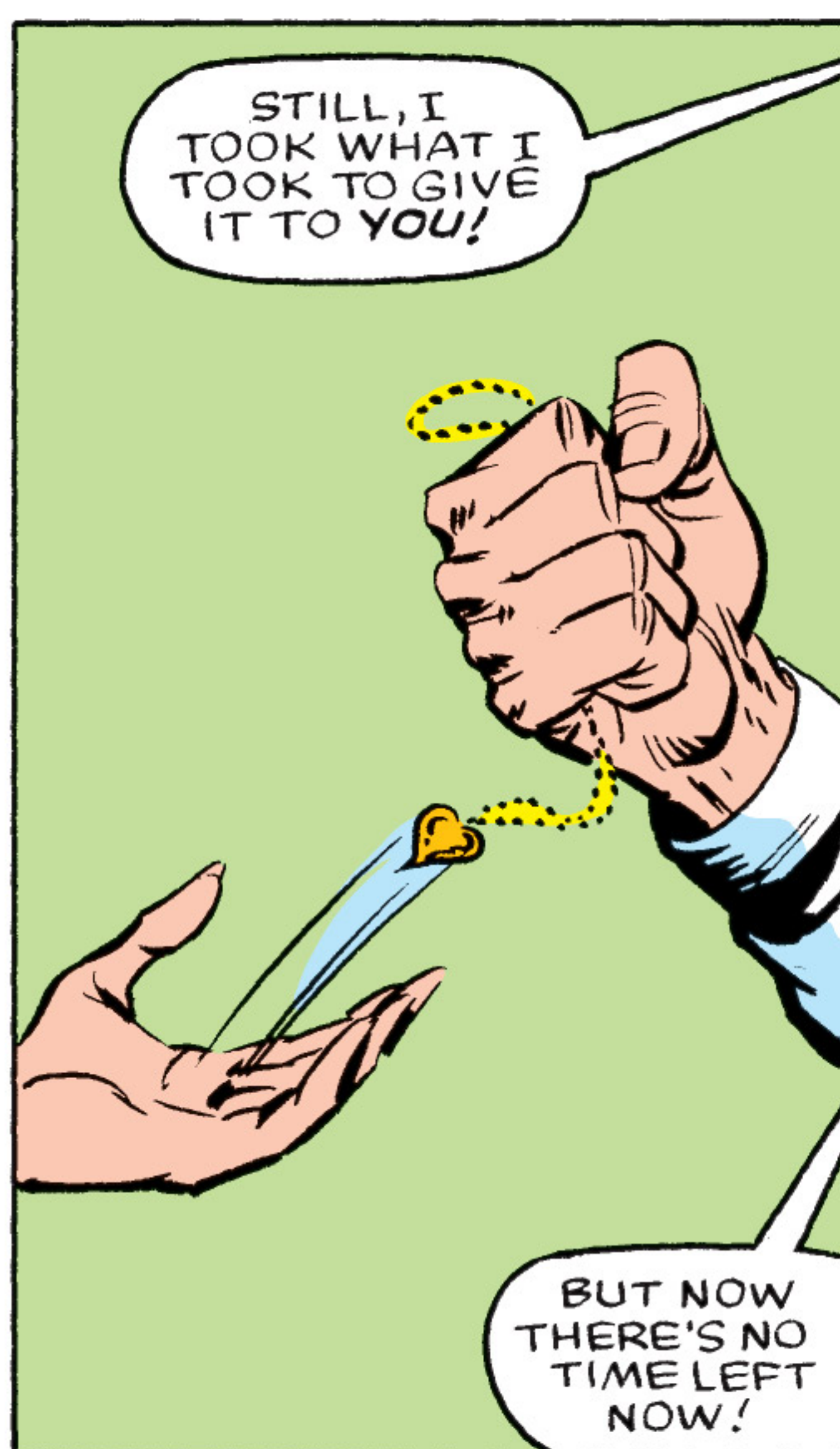
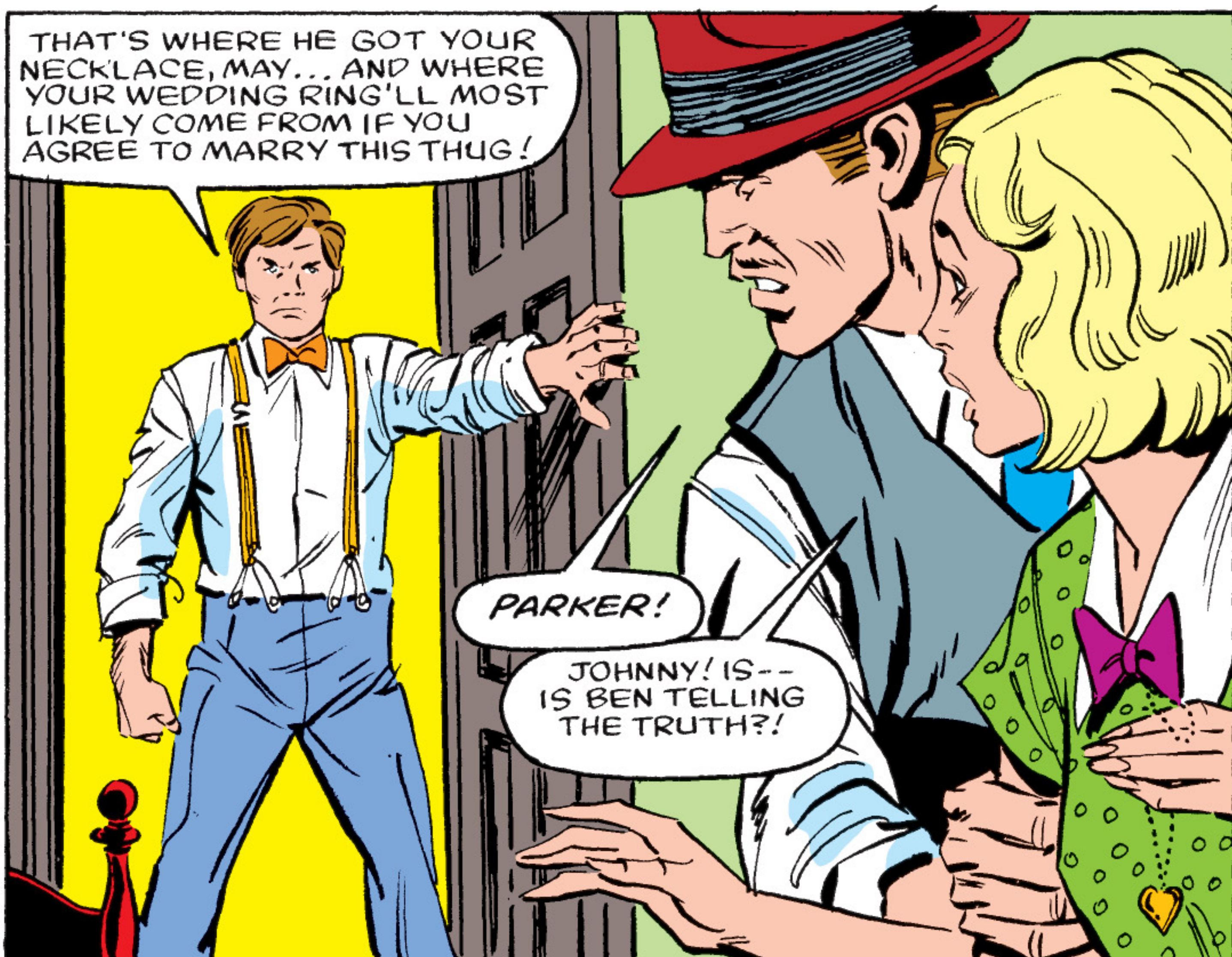
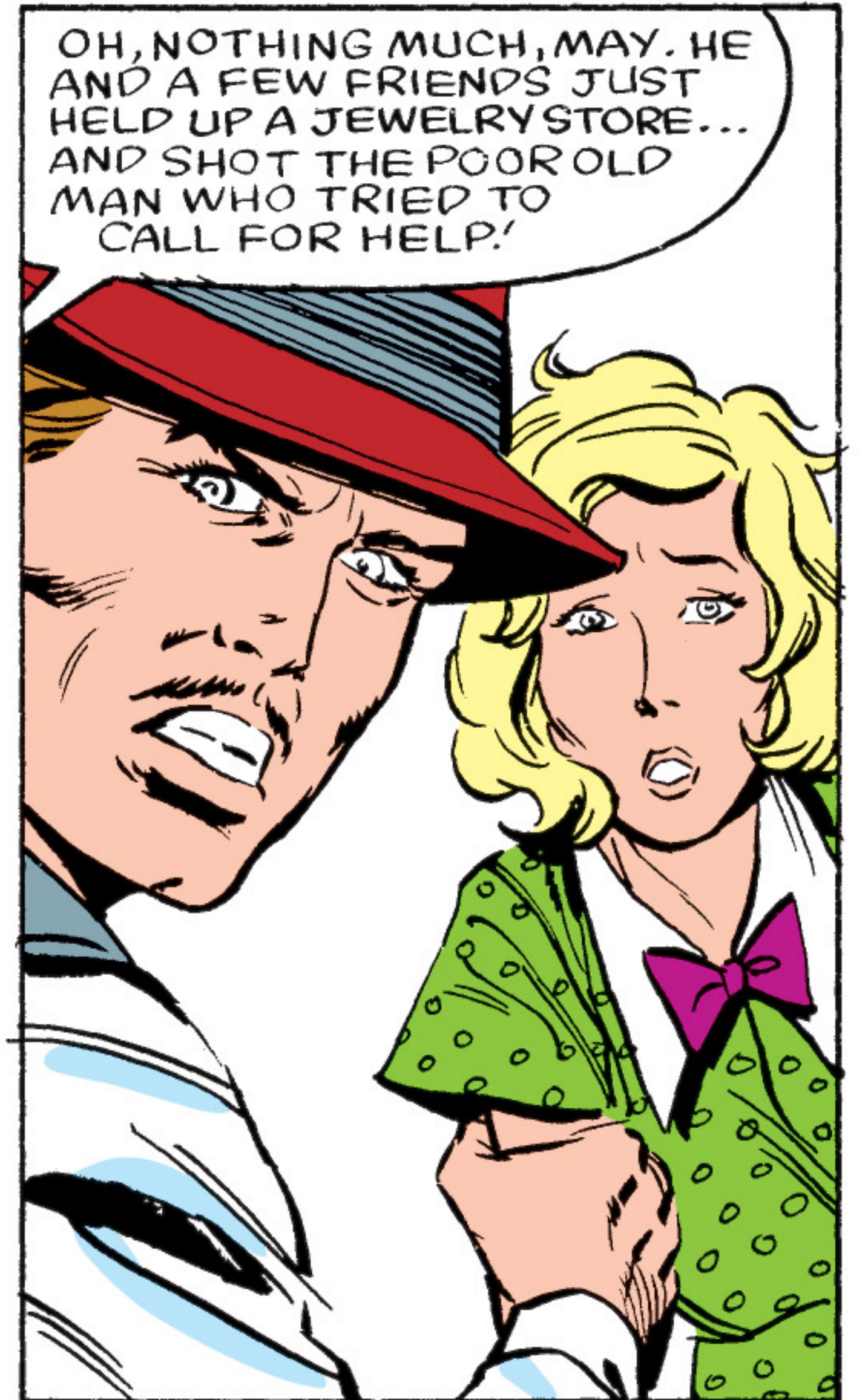
SPIDER-MAN
SAYS NOTHING.

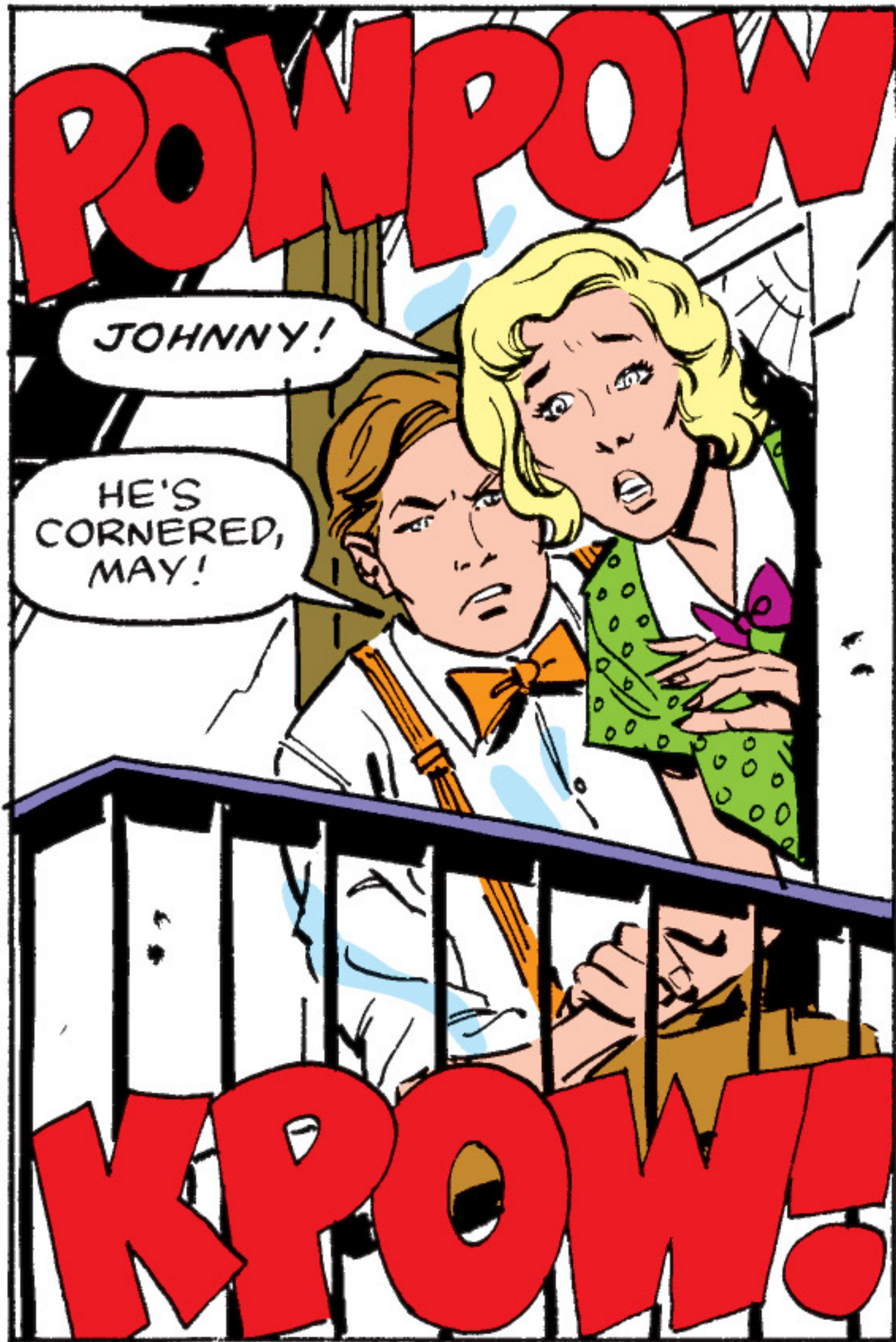
HE DOESN'T
HAVE TO.



AND, STUNNED
SPEECHLESS, THE
STARTLED JUNKIES
TAKE TO THEIR
HEELS.





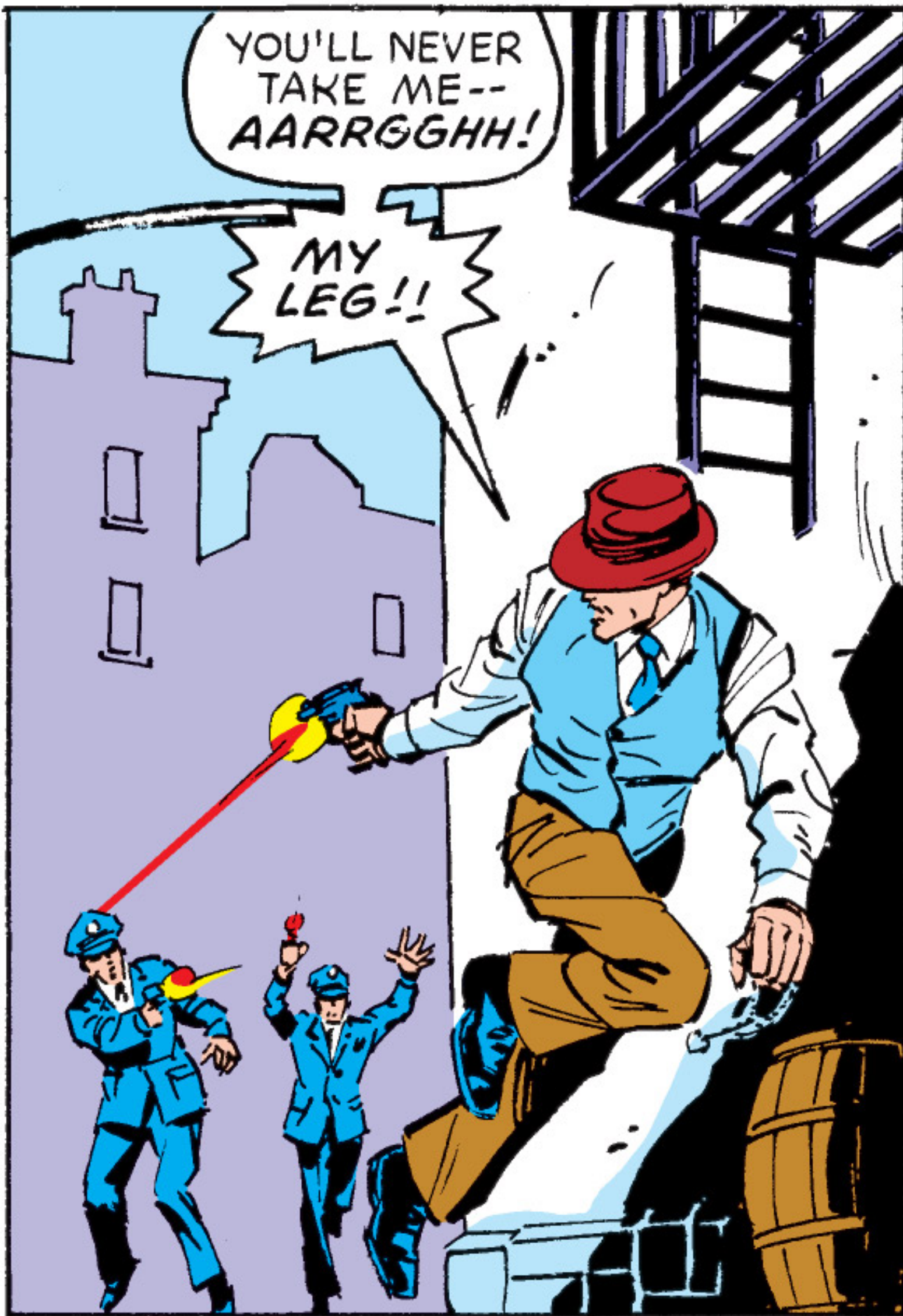


POW

JOHNNY!

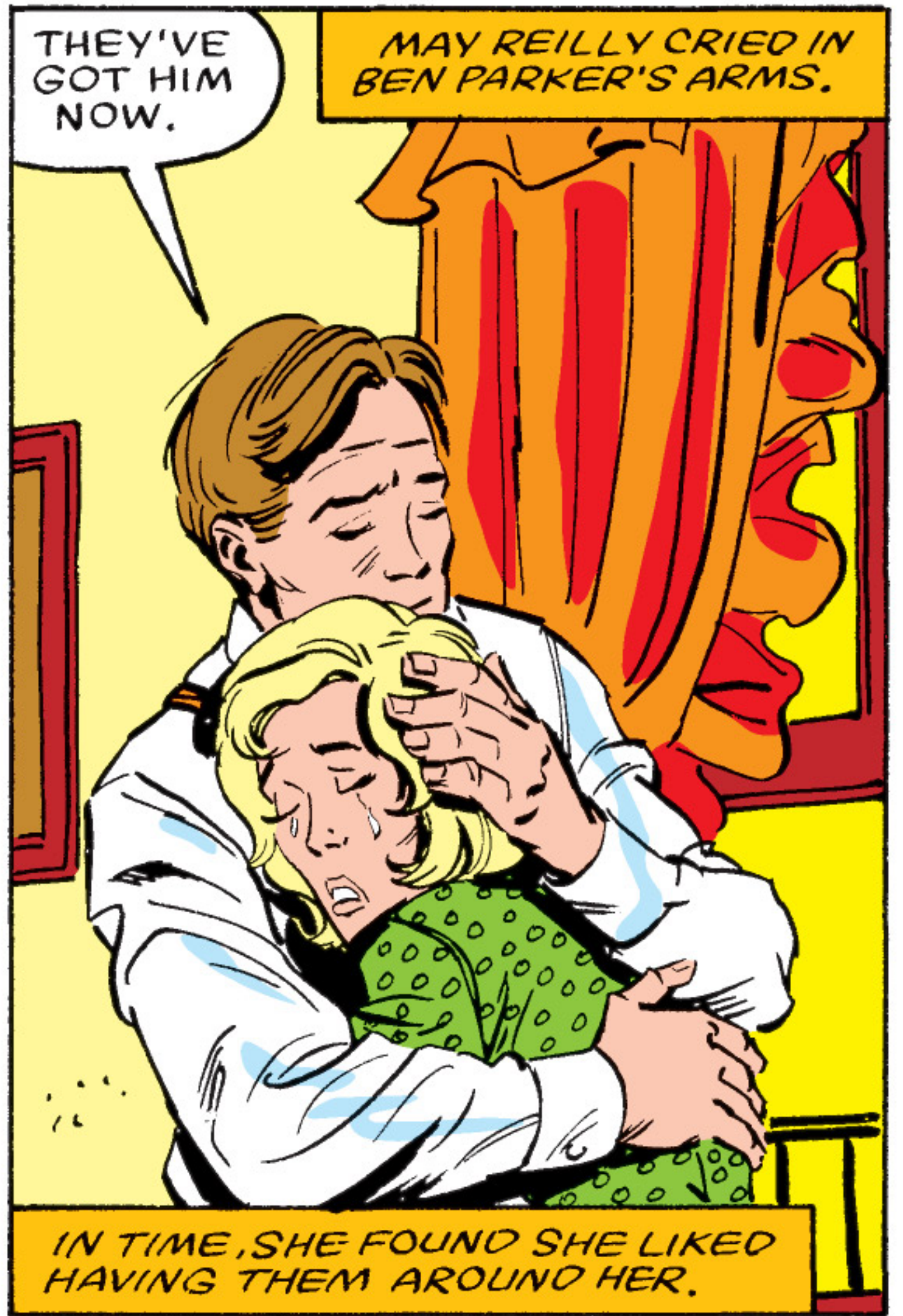
HE'S CORNERED, MAY!

KPOW!



YOU'LL NEVER TAKE ME-- AARRGGHH!

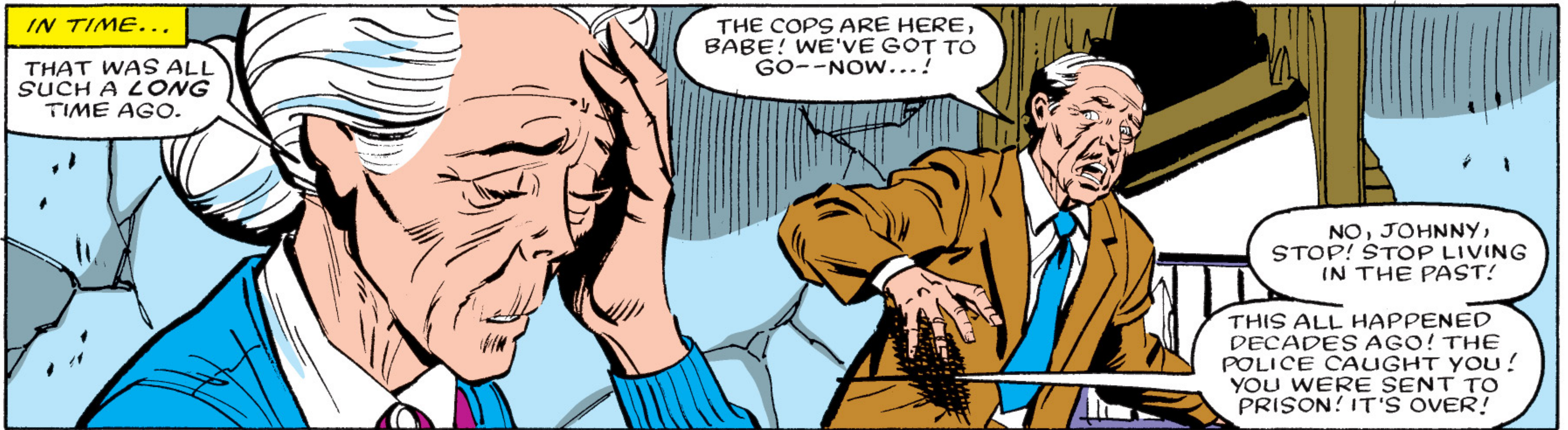
MY LEG!!



THEY'VE GOT HIM NOW.

MAY REILLY CRIED IN BEN PARKER'S ARMS.

IN TIME, SHE FOUND SHE LIKED HAVING THEM AROUND HER.



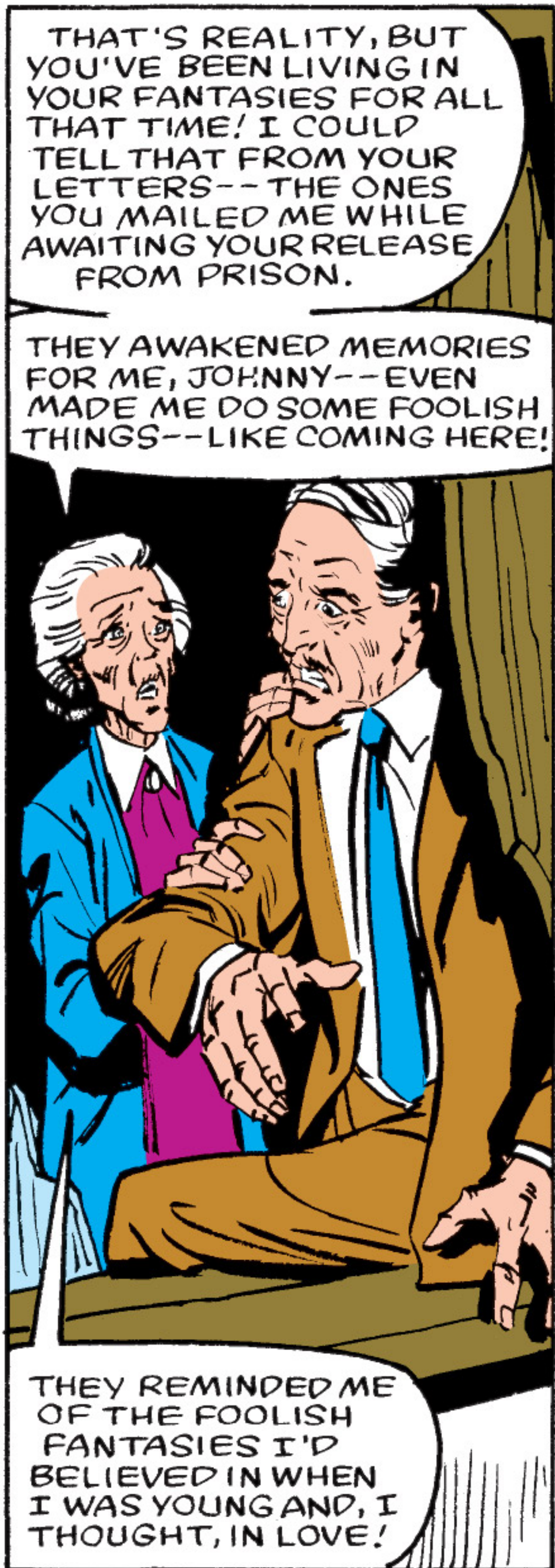
IN TIME...

THAT WAS ALL SUCH A LONG TIME AGO.

THE COPS ARE HERE, BABE! WE'VE GOT TO GO--NOW...!

NO, JOHNNY, STOP! STOP LIVING IN THE PAST!

THIS ALL HAPPENED DECADES AGO! THE POLICE CAUGHT YOU! YOU WERE SENT TO PRISON! IT'S OVER!



THAT'S REALITY, BUT YOU'VE BEEN LIVING IN YOUR FANTASIES FOR ALL THAT TIME! I COULD TELL THAT FROM YOUR LETTERS-- THE ONES YOU MAILED ME WHILE AWAITING YOUR RELEASE FROM PRISON.

THEY AWAKENED MEMORIES FOR ME, JOHNNY-- EVEN MADE ME DO SOME FOOLISH THINGS-- LIKE COMING HERE!

THEY REMINDED ME OF THE FOOLISH FANTASIES I'D BELIEVED IN WHEN I WAS YOUNG AND, I THOUGHT, IN LOVE!



BUT ON THE NIGHT YOU PROPOSED TO ME, I STARTED TO GROW UP, TO SET ASIDE MY FANTASIES AND START MAKING DECISIONS ABOUT MY LIFE!

MARRYING BEN PARKER WAS THE FIRST-- AND THE BEST-- OF THOSE DECISIONS!

BUT I LOVE YOU, MAY!



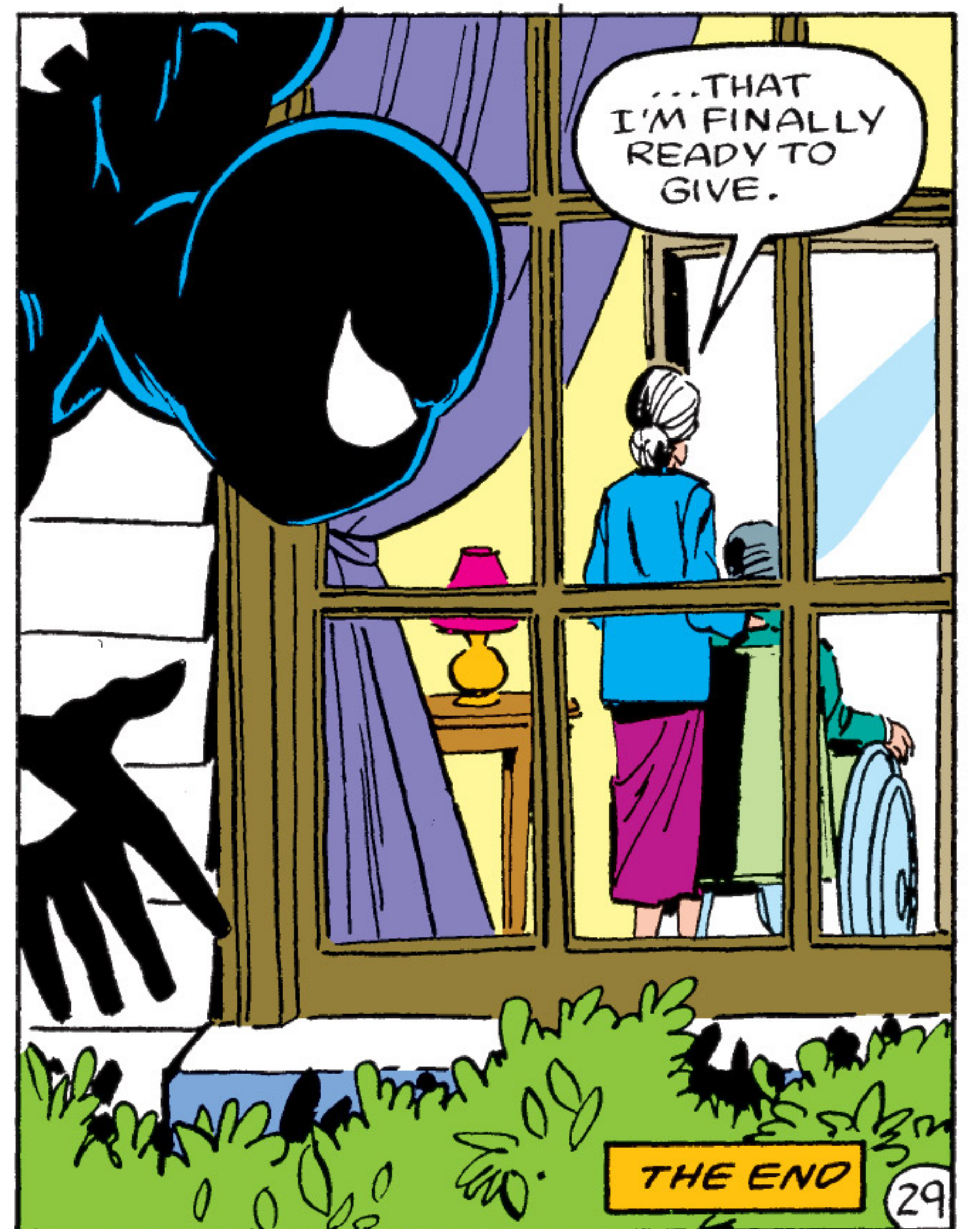
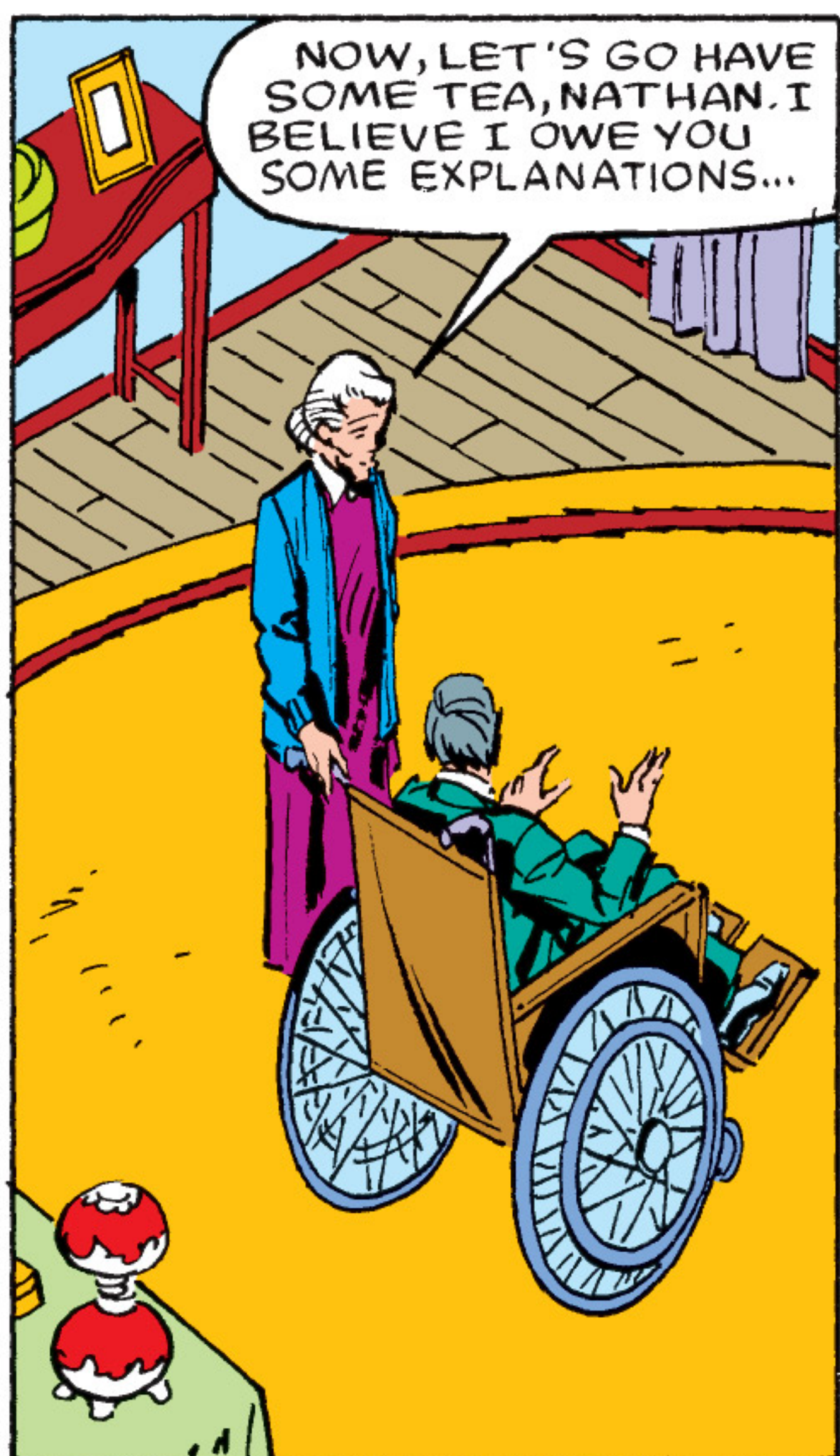
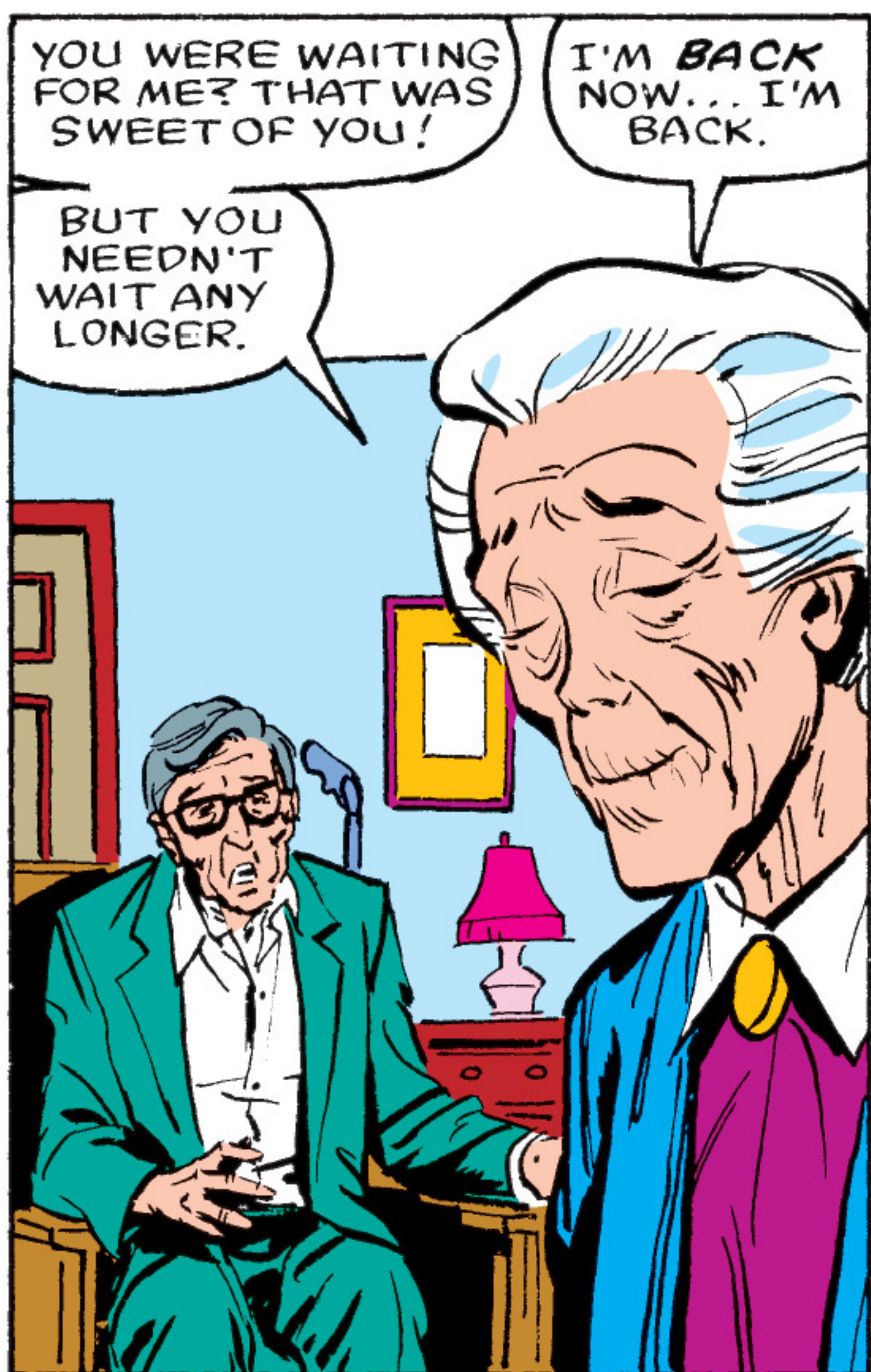
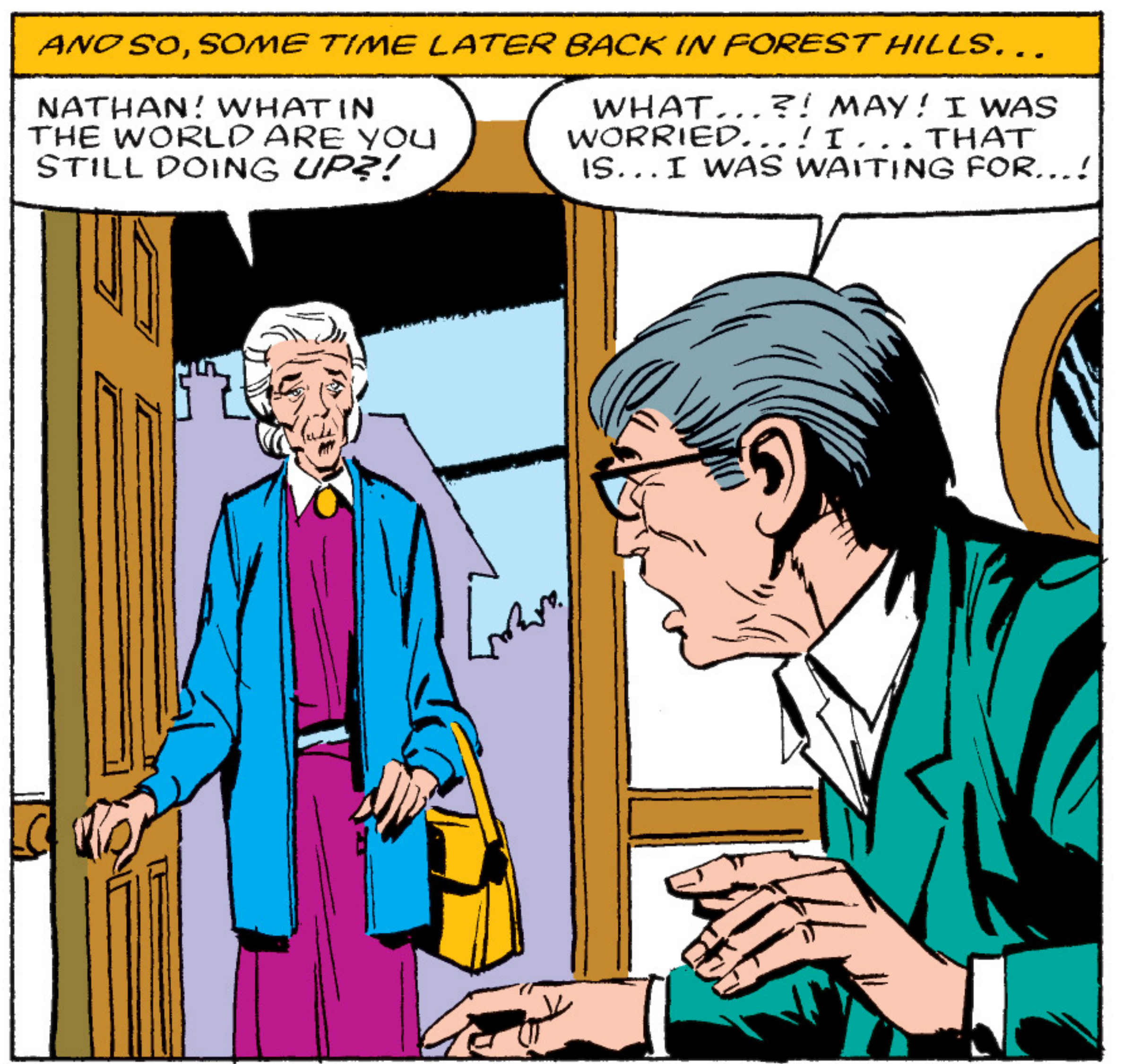
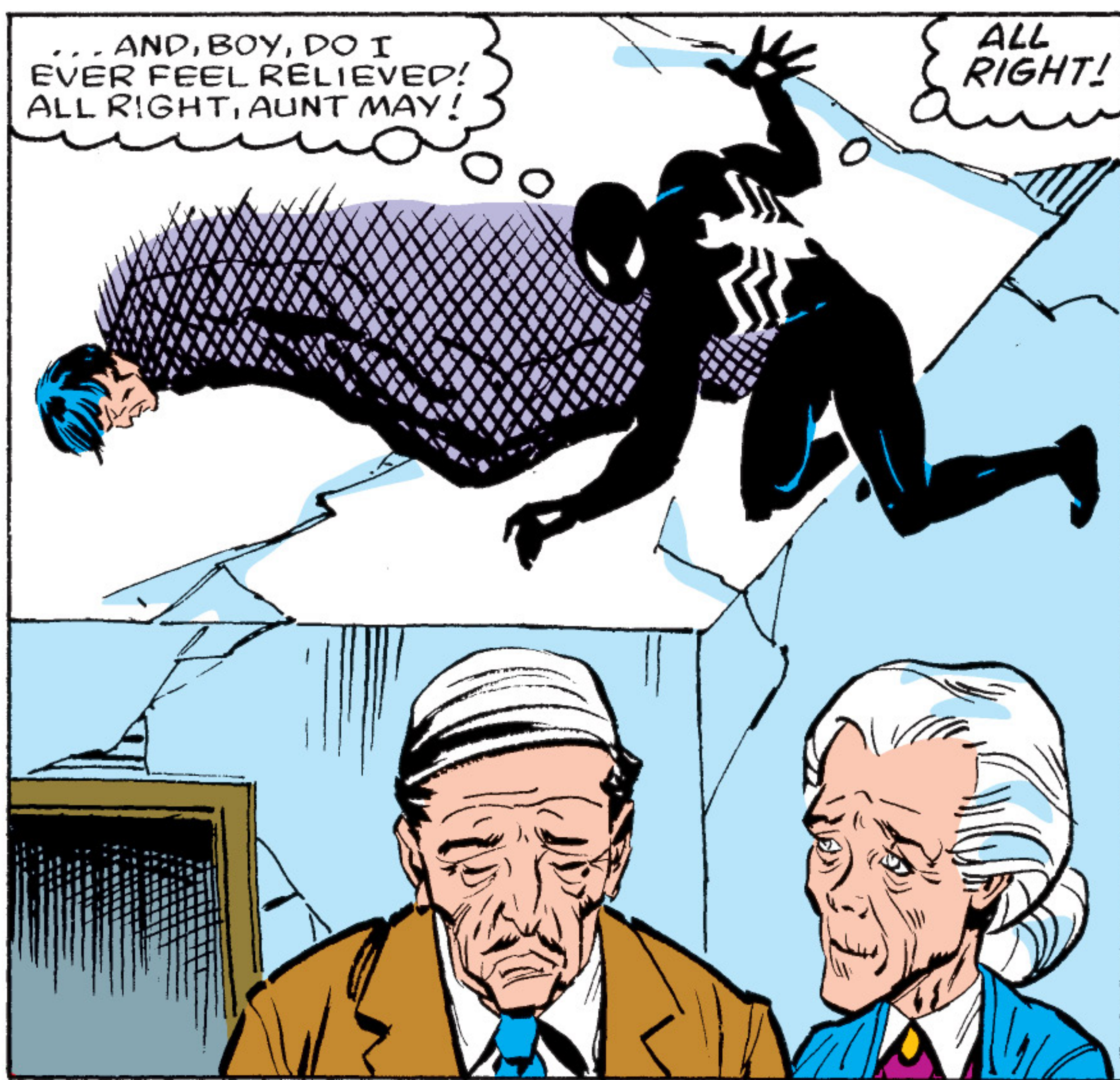
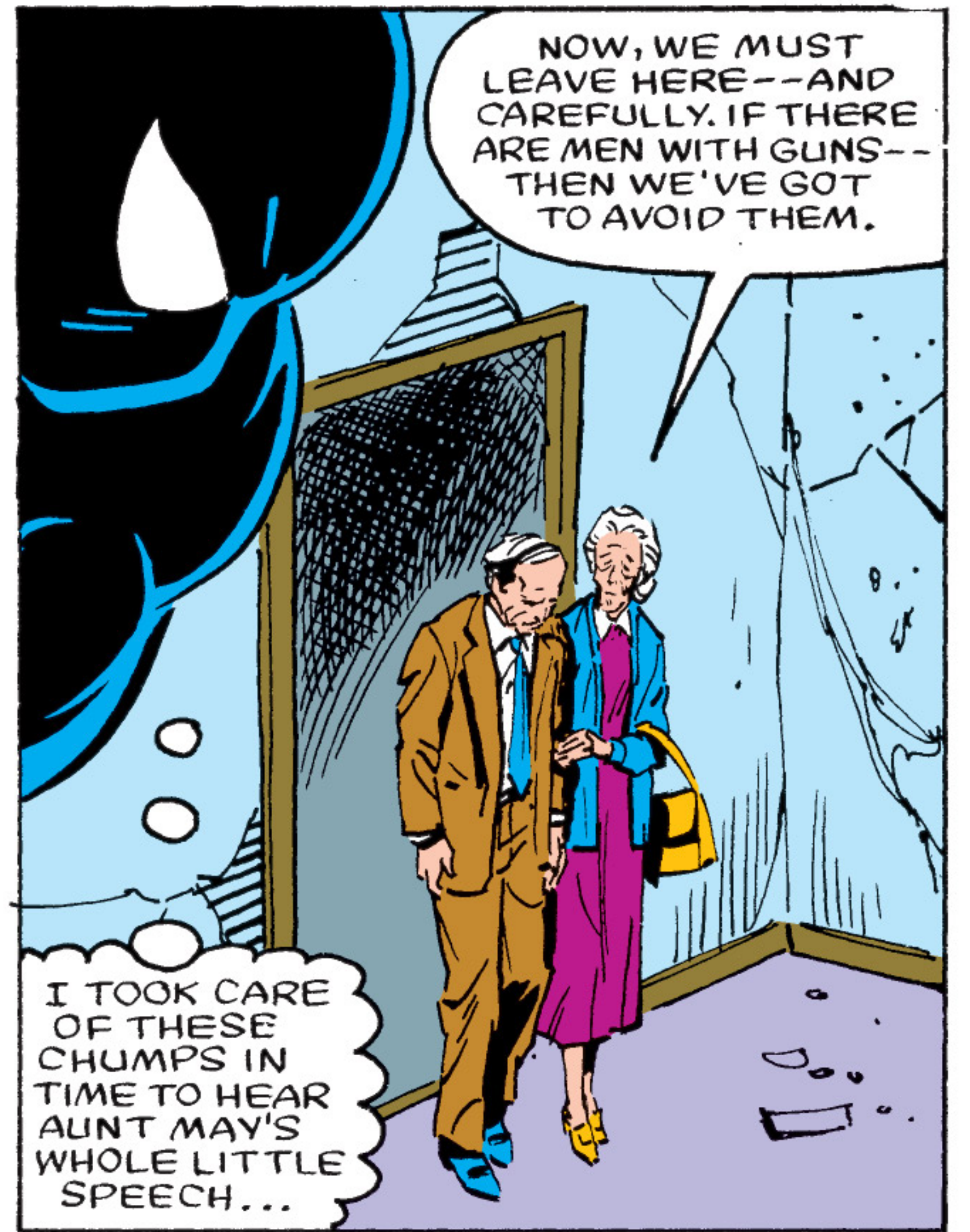
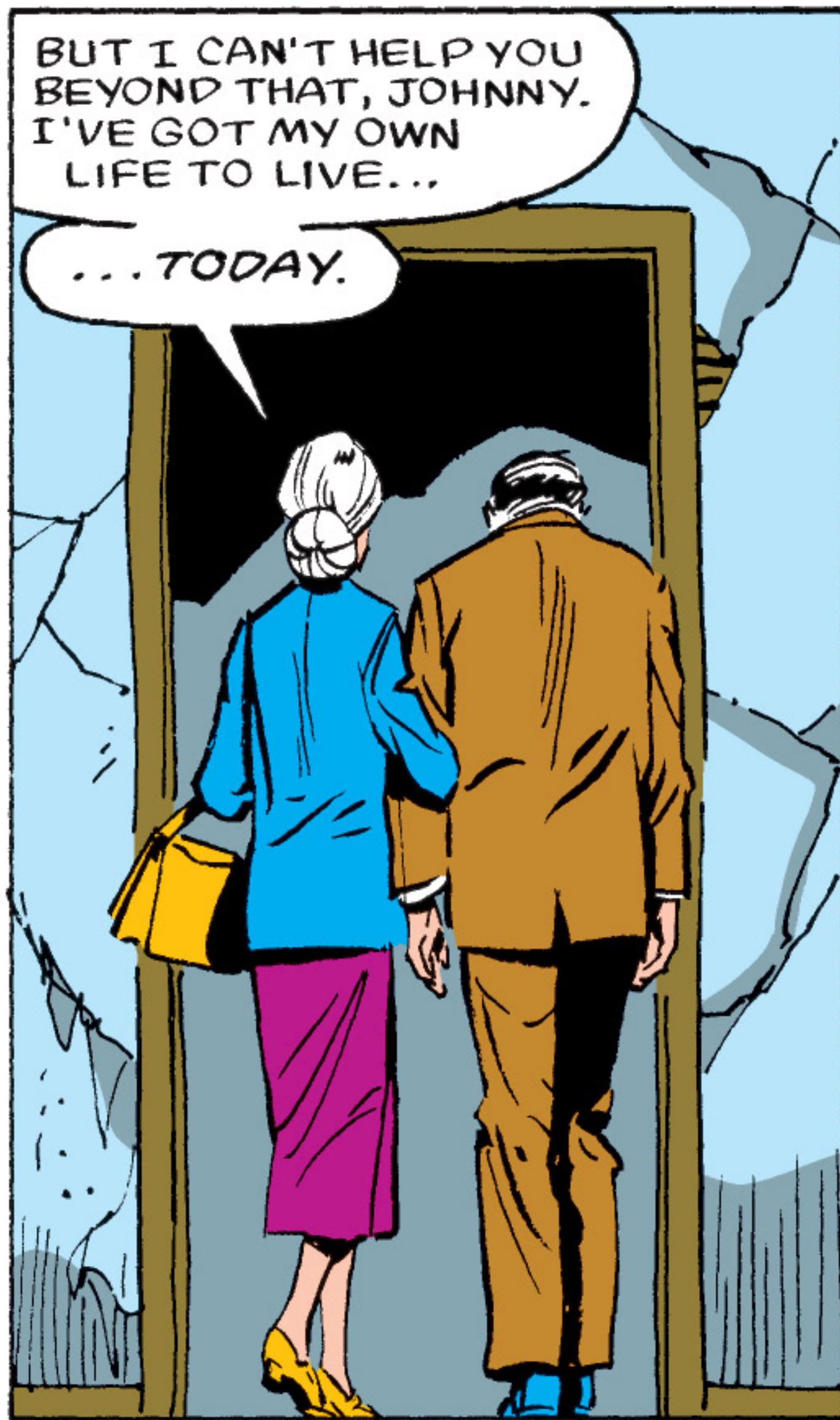
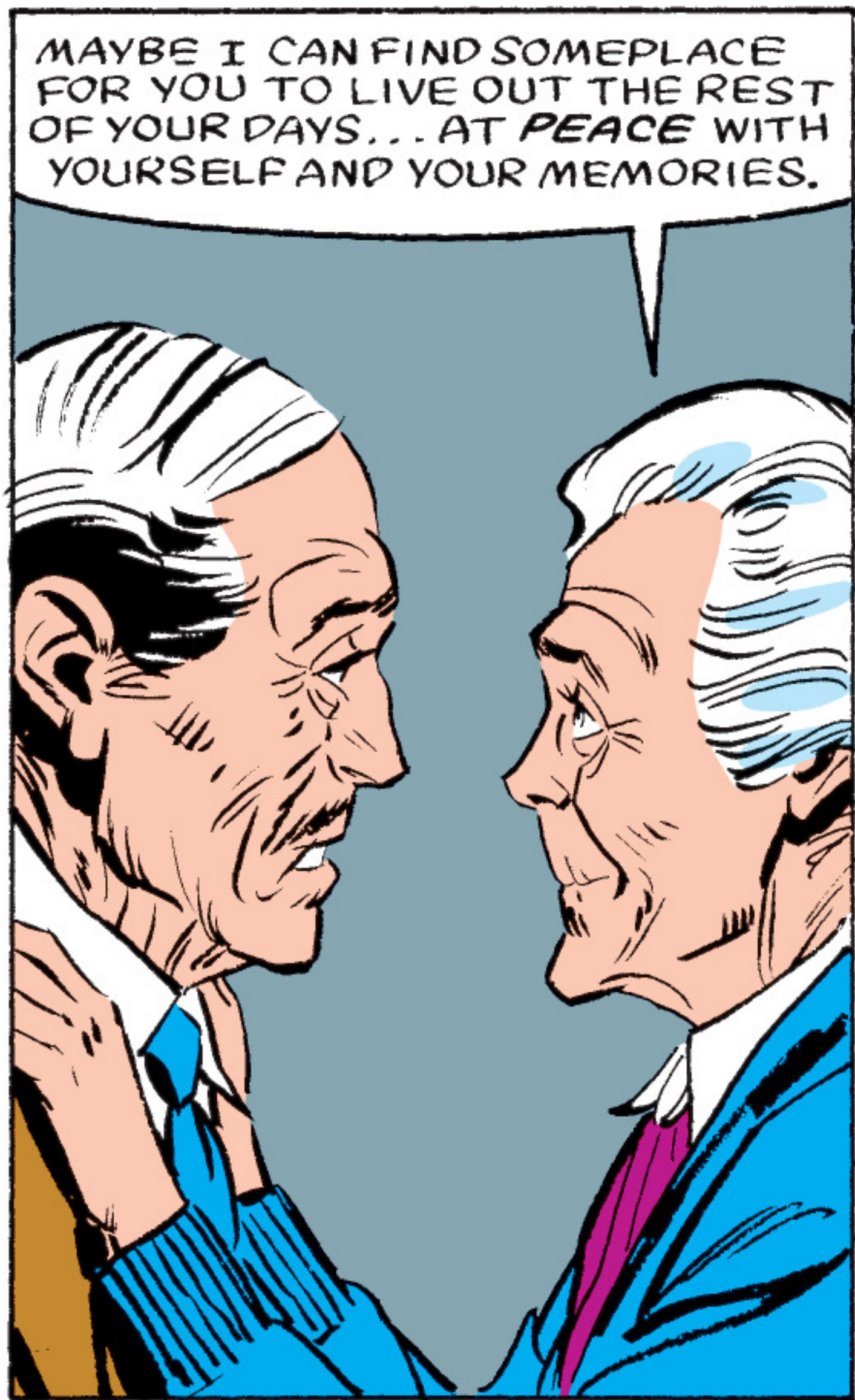
YOU LOVE YOUR MEMORY OF ME-- A MEMORY YOU'VE LIVED WITH FOR ALL THESE YEARS WHEN PRISON DENIED YOU EVERYTHING ELSE.

IT... IT'S STILL ALL I'VE GOT, MAY. AND I... I HAVEN'T GOT MUCH TIME LEFT TO LIVE. THAT'S WHY THEY PARDONED ME.



THERE'S NO TIME LEFT, BABE. NO TIME AT ALL.

YOU NEVER DID HAVE MUCH TIME... OR MUCH OF A LIFE, JOHNNY JEROME.



Stan Lee PRESENTS: *The Black Cat* starring in **CAT AND MOUSE**

BOB
DENATALE
STORY

• RON
RANDALL
ART

• JANICE
CHIANG
LETTERING

• GEORGE
ROUSSOS
COLORING

• DANNY
FINGEROTH &
EDITORS

AL
MILGROM

• JIM
SHOOTER
EDITOR-IN-CHIEF

"FELICIA HARDY, KNOWN TO THE WORLD AT LARGE AS THE BLACK CAT, WAS LOOKING FORWARD TO AN ADVENTUROUS EVENING WITH HER LOVER, THE AMAZING SPIDER-MAN. LITTLE DID SHE KNOW I WOULD BE SUPPLYING THE ADVENTURE THAT NIGHT..."

HELLO, MY FRISKY FELINE! DID YOU MISS ME?

LIKE A DRUMMER MISSES HIS STICKS, SPIDER! BUT WHAT ARE YOU DOING WITH A BAG OF... GROCERIES?

I THOUGHT YOU WERE JUST KIDDING WHEN--

WHEN I SUGGESTED WE SPEND A QUIET EVENING AT HOME LIKE A NORMAL COUPLE FOR ONCE? NOPE!

THAT'S WHY I BROUGHT PROVISIONS. FRANKS, BEANS, CHEESE, POPCORN...

... AND THIS!

OH, SPIDER! YOU SHOULDN'T HAVE!



IT'S MY WAY OF SAYING THANK YOU FOR GIVING UP THE SWASHBUCKLING FOR ONE NIGHT.

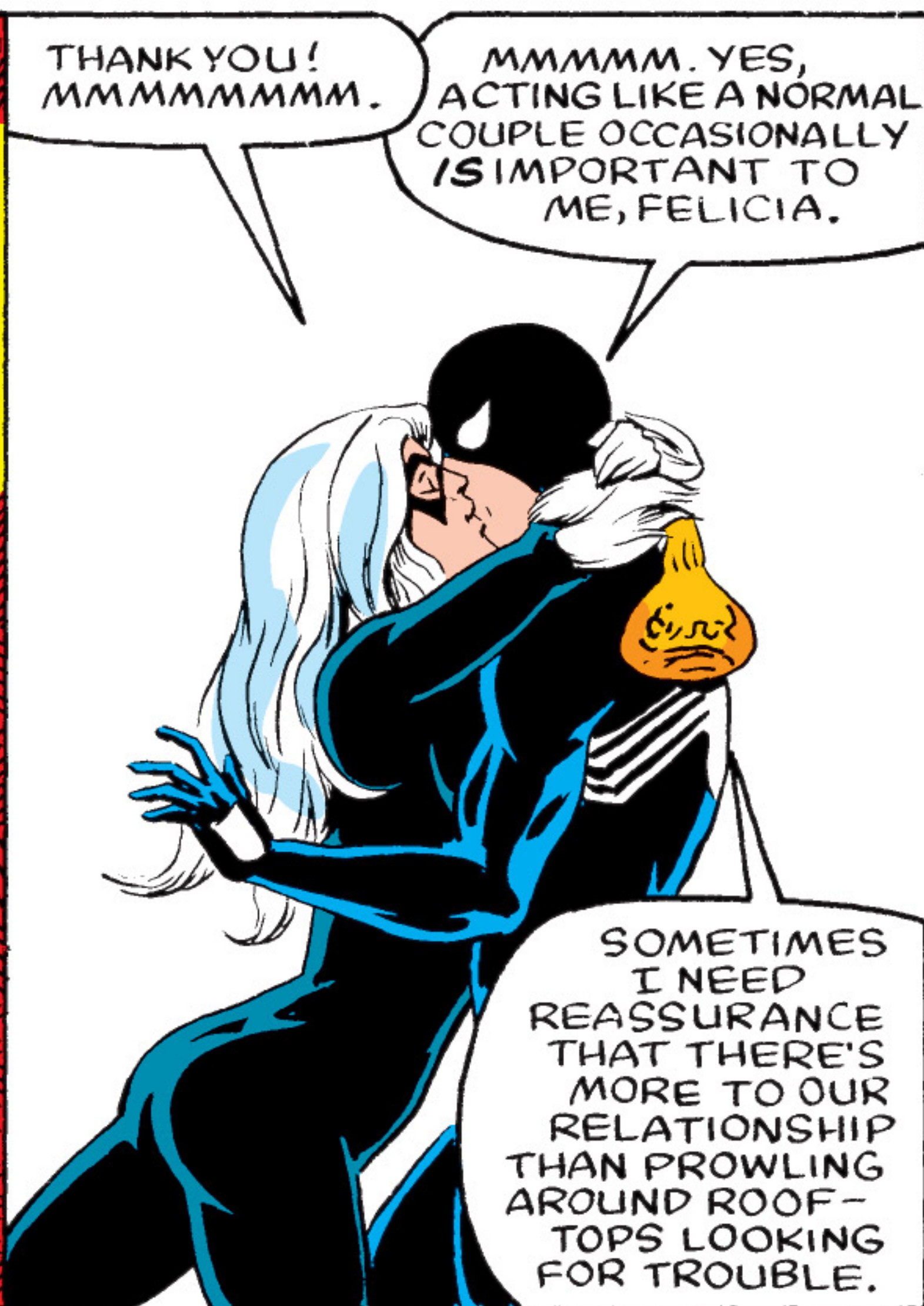


THAT'S REALLY IMPORTANT TO YOU, ISN'T IT? SOMETIMES, I DON'T--

OH, MY LOVE...



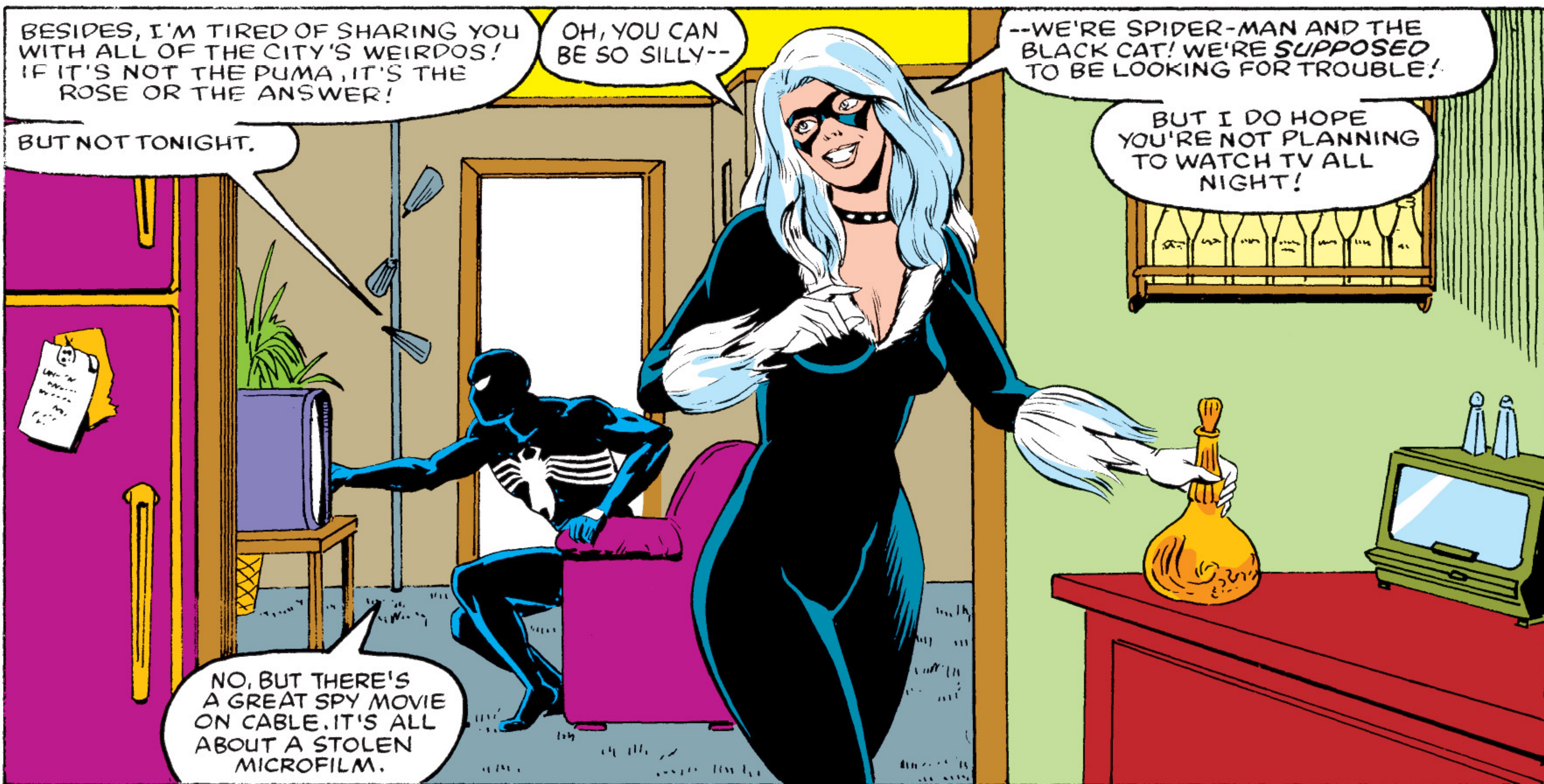
A WINE CARAFE! IT'S BEAUTIFUL!



THANK YOU! MMMMMMMMM.

MMMMM. YES, ACTING LIKE A NORMAL COUPLE OCCASIONALLY IS IMPORTANT TO ME, FELICIA.

SOMETIMES I NEED REASSURANCE THAT THERE'S MORE TO OUR RELATIONSHIP THAN PROWLING AROUND ROOFTOPS LOOKING FOR TROUBLE.



BESIDES, I'M TIRED OF SHARING YOU WITH ALL OF THE CITY'S WEIRDOS! IF IT'S NOT THE PUMA, IT'S THE ROSE OR THE ANSWER!

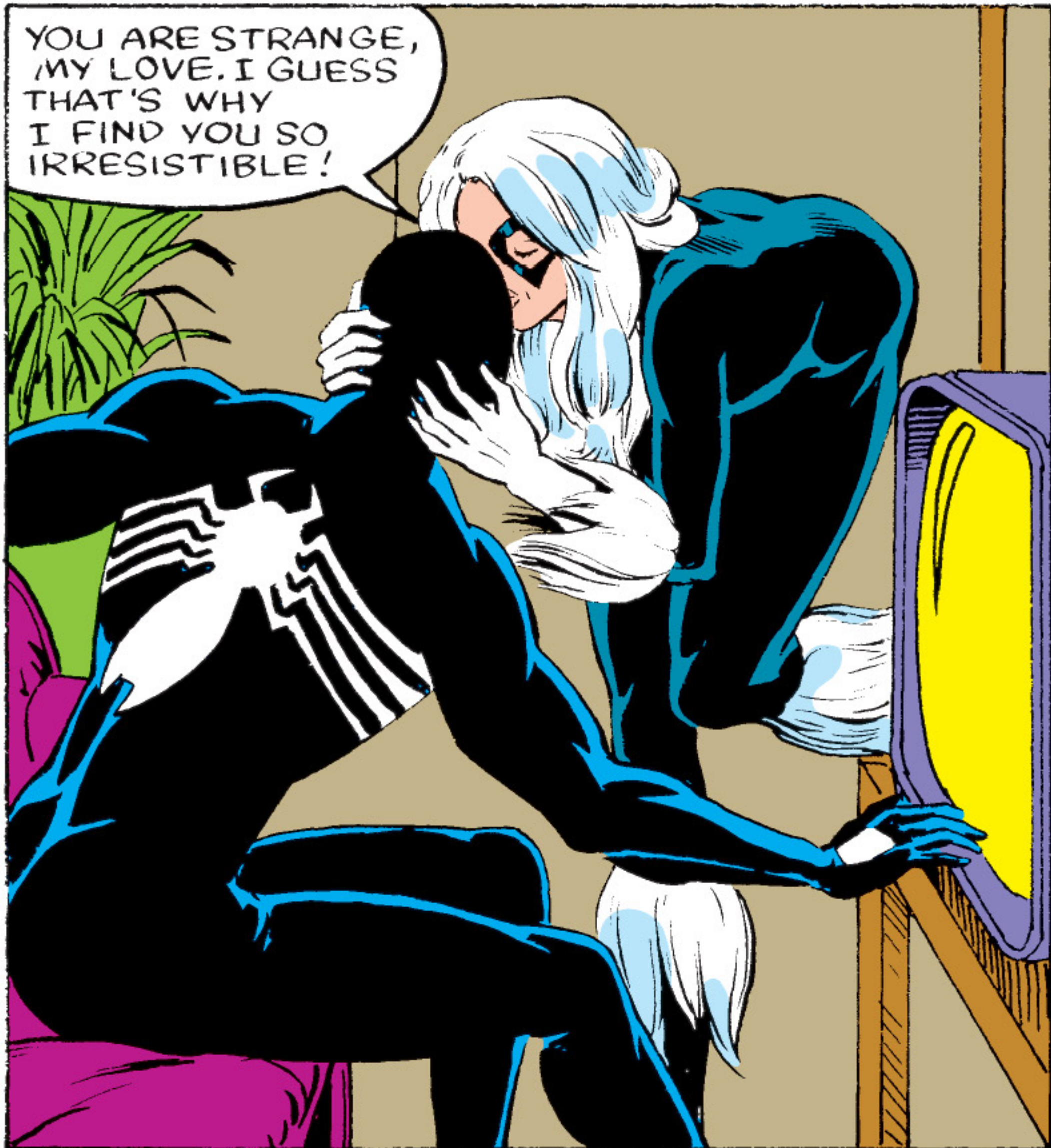
OH, YOU CAN BE SO SILLY--

--WE'RE SPIDER-MAN AND THE BLACK CAT! WE'RE SUPPOSED TO BE LOOKING FOR TROUBLE!

BUT NOT TONIGHT.

BUT I DO HOPE YOU'RE NOT PLANNING TO WATCH TV ALL NIGHT!

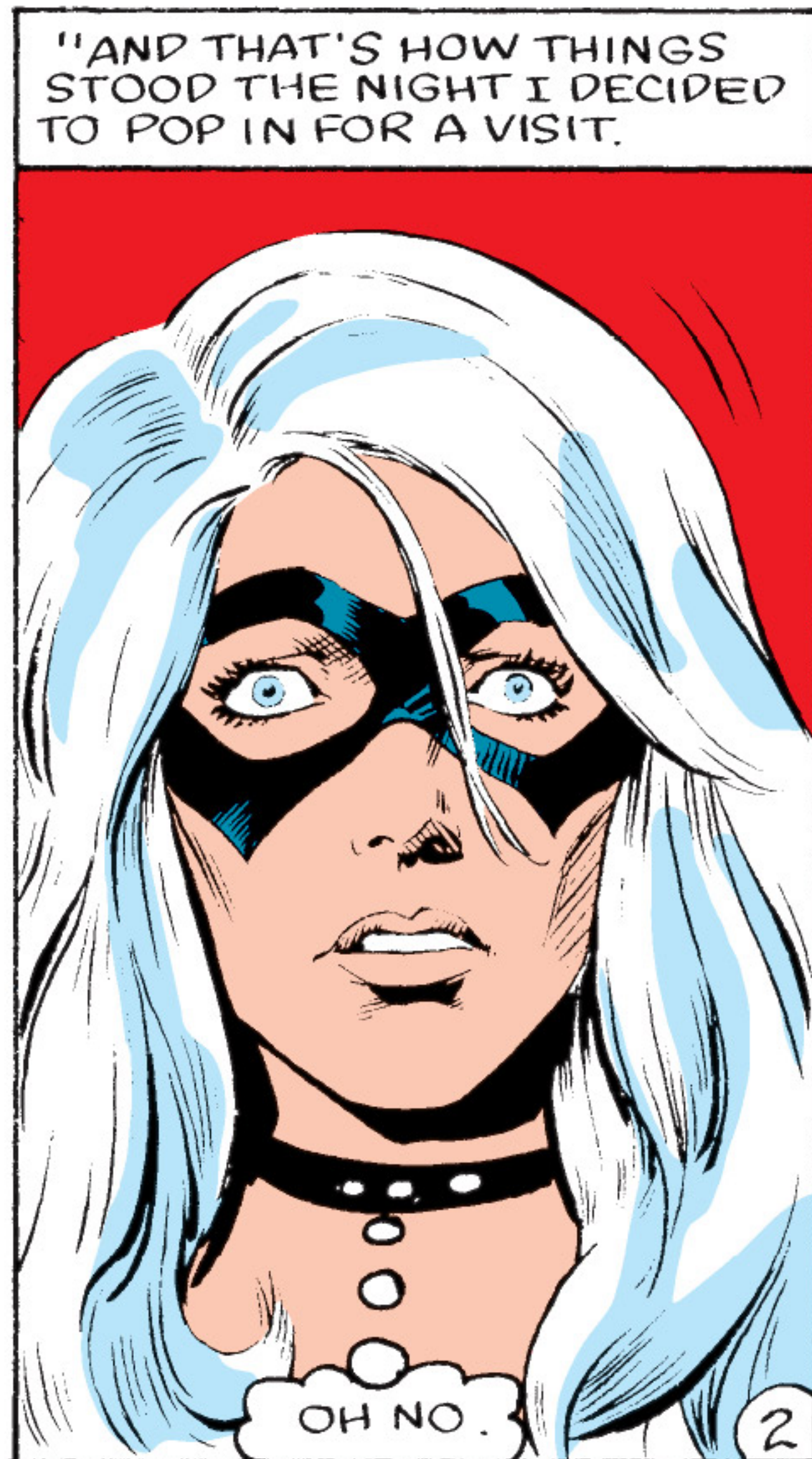
NO, BUT THERE'S A GREAT SPY MOVIE ON CABLE. IT'S ALL ABOUT A STOLEN MICROFILM.



YOU ARE STRANGE, MY LOVE. I GUESS THAT'S WHY I FIND YOU SO IRRESISTIBLE!



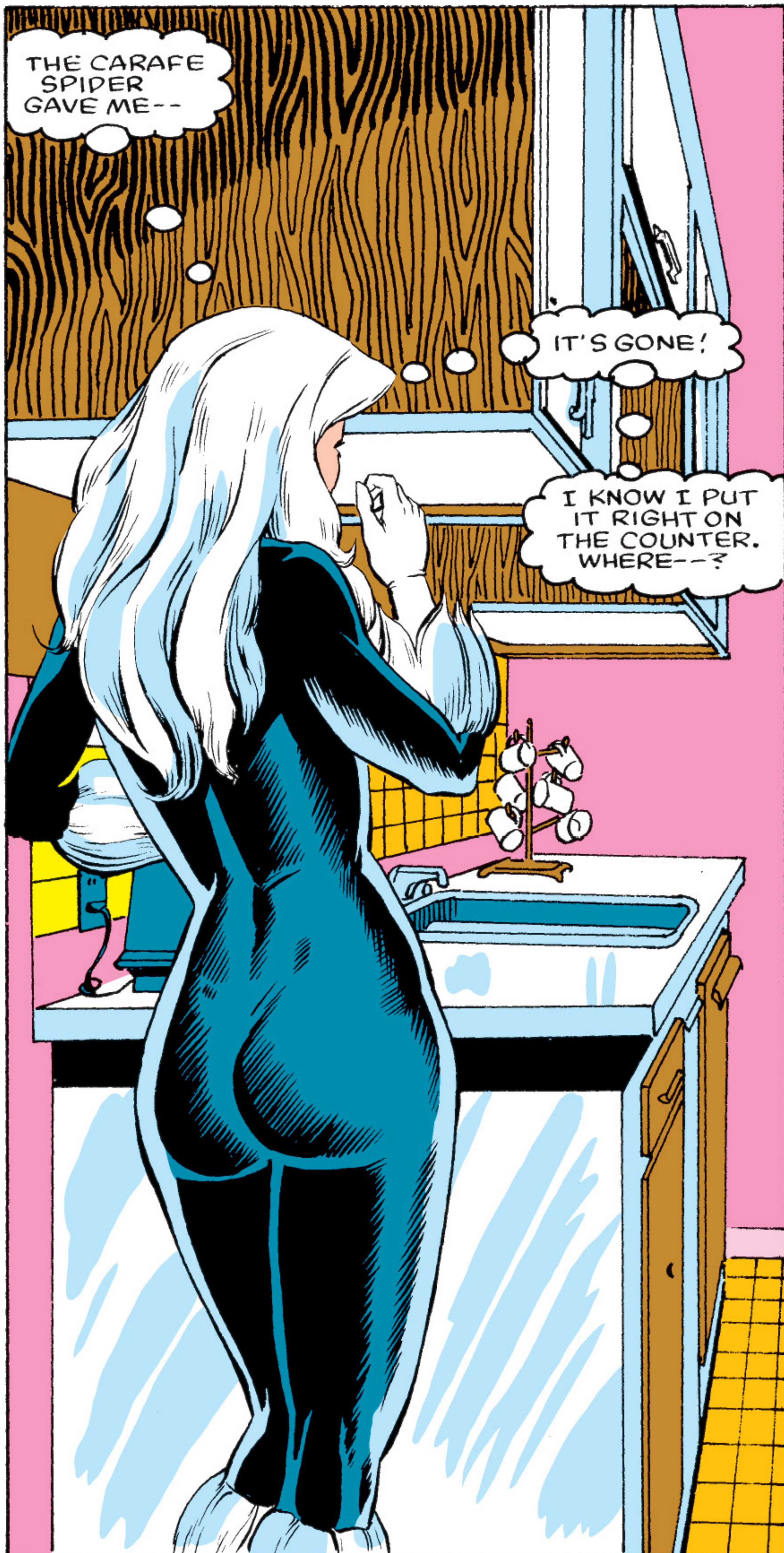
ALL RIGHT! FOR YOU, MY SPIDER, ONE NIGHT OF DOMESTIC PEACE AND QUIET. I'LL EVEN DO THE COOKING!



"AND THAT'S HOW THINGS STOOD THE NIGHT I DECIDED TO POP IN FOR A VISIT.

OH NO.

2



THE CARAFE
SPIDER
GAVE ME--

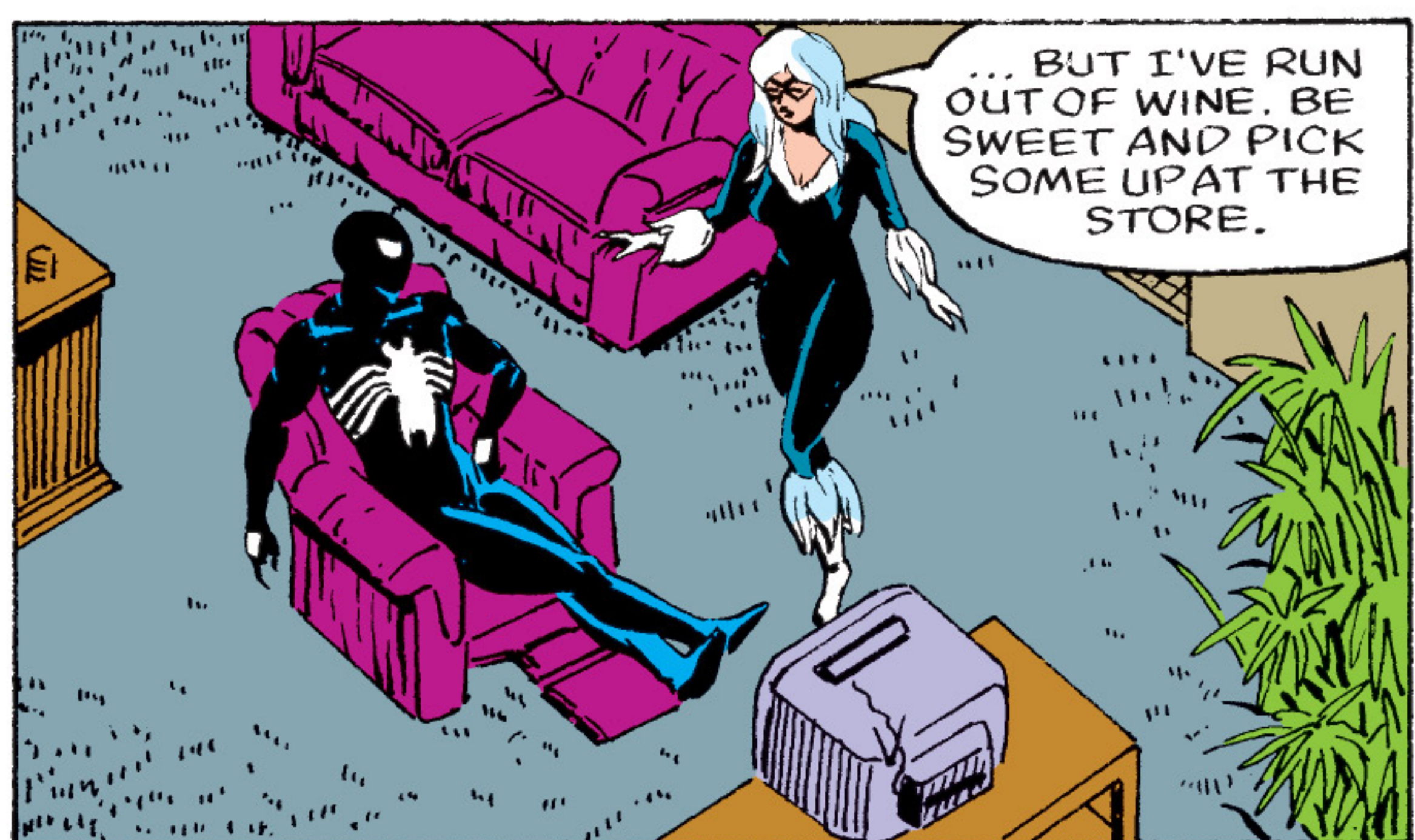
IT'S GONE!

I KNOW I PUT
IT RIGHT ON
THE COUNTER.
WHERE--?

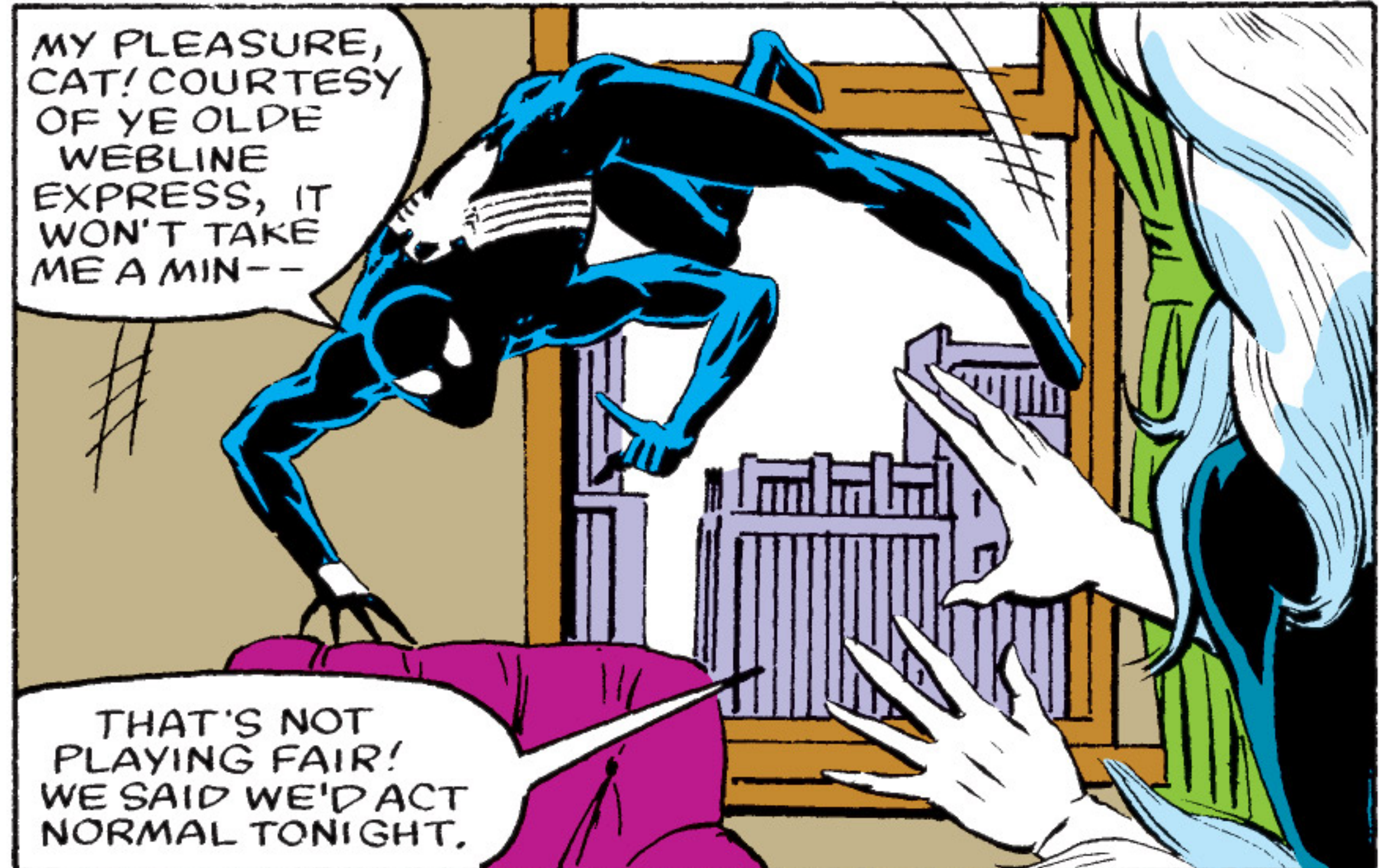


SPIDEY
THINKS I'M
ENOUGH OF
A FLAKE
ALREADY!
IF HE FINDS
OUT I LOST
THE CARAFE...

SPIDER!
I THINK
WE HAVE A
PROBLEM. I
WANT TO
USE THAT
GORGEOUS
CARAFE...



... BUT I'VE RUN
OUT OF WINE. BE
SWEET AND PICK
SOME UP AT THE
STORE.



MY PLEASURE,
CAT! COURTESY
OF YE OLDE
WEBLINE
EXPRESS, IT
WON'T TAKE
ME A MIN--

THAT'S NOT
PLAYING FAIR!
WE SAID WE'D ACT
NORMAL TONIGHT.



YOU'VE GOT ME
THERE, M' LOVE.
BUT YOU
BETTER NOT TRY
TO DENY ME
ALL MY
FUN!

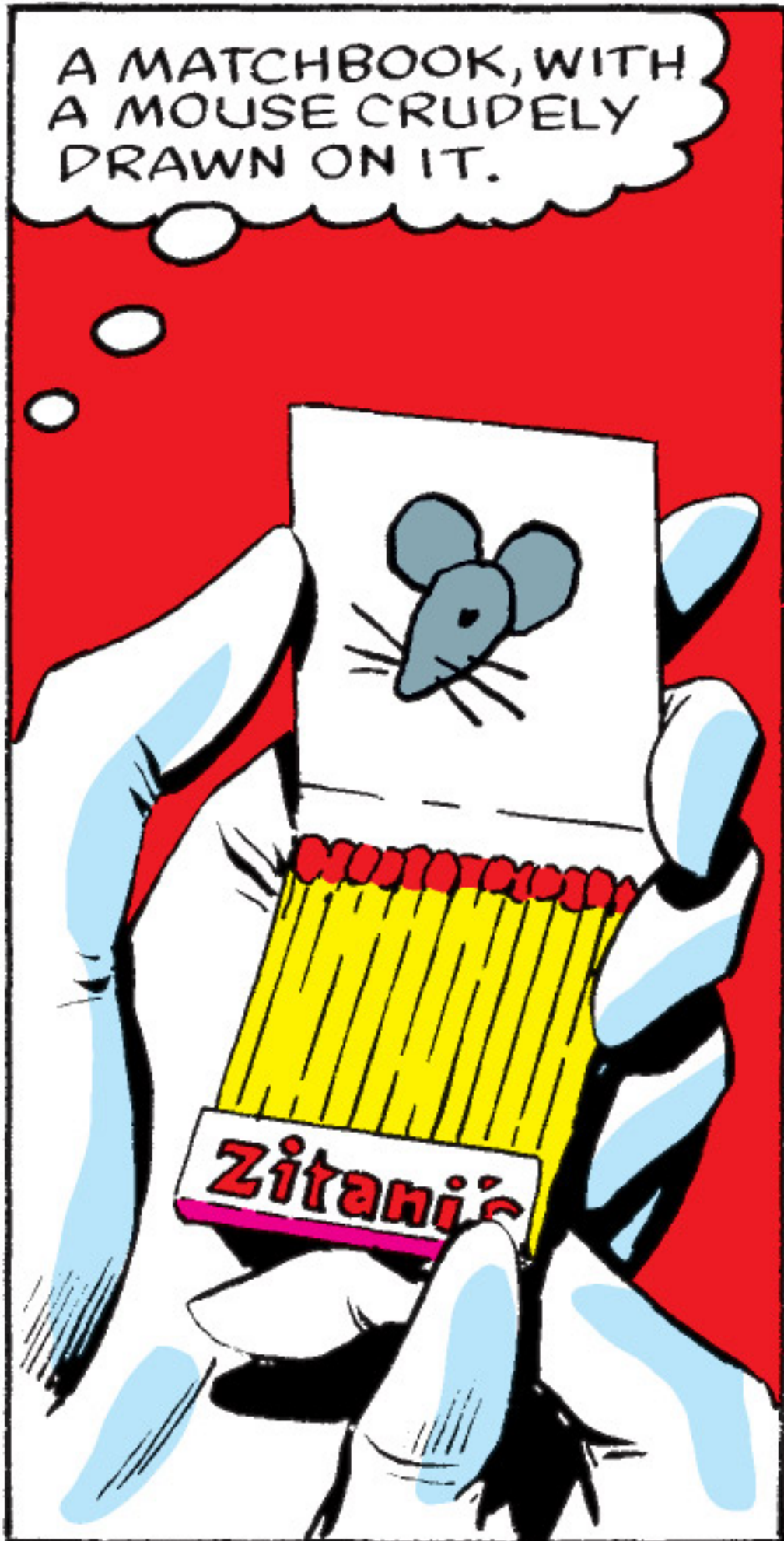
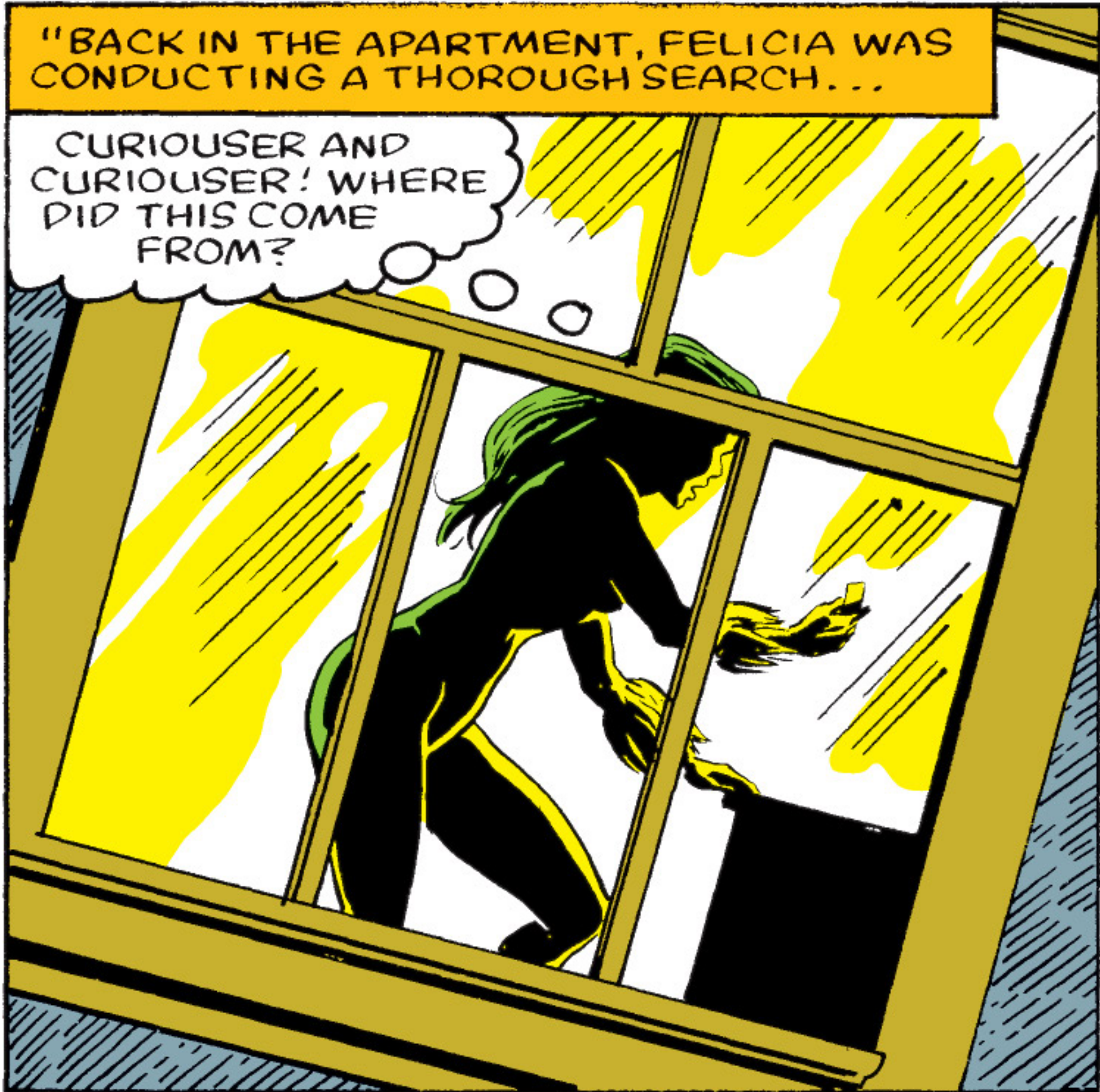
I'LL TAKE THE
ELEVATOR, BUT I'LL AMBLE
OVER TO IT IN MY OWN
INIMITABLE STYLE.

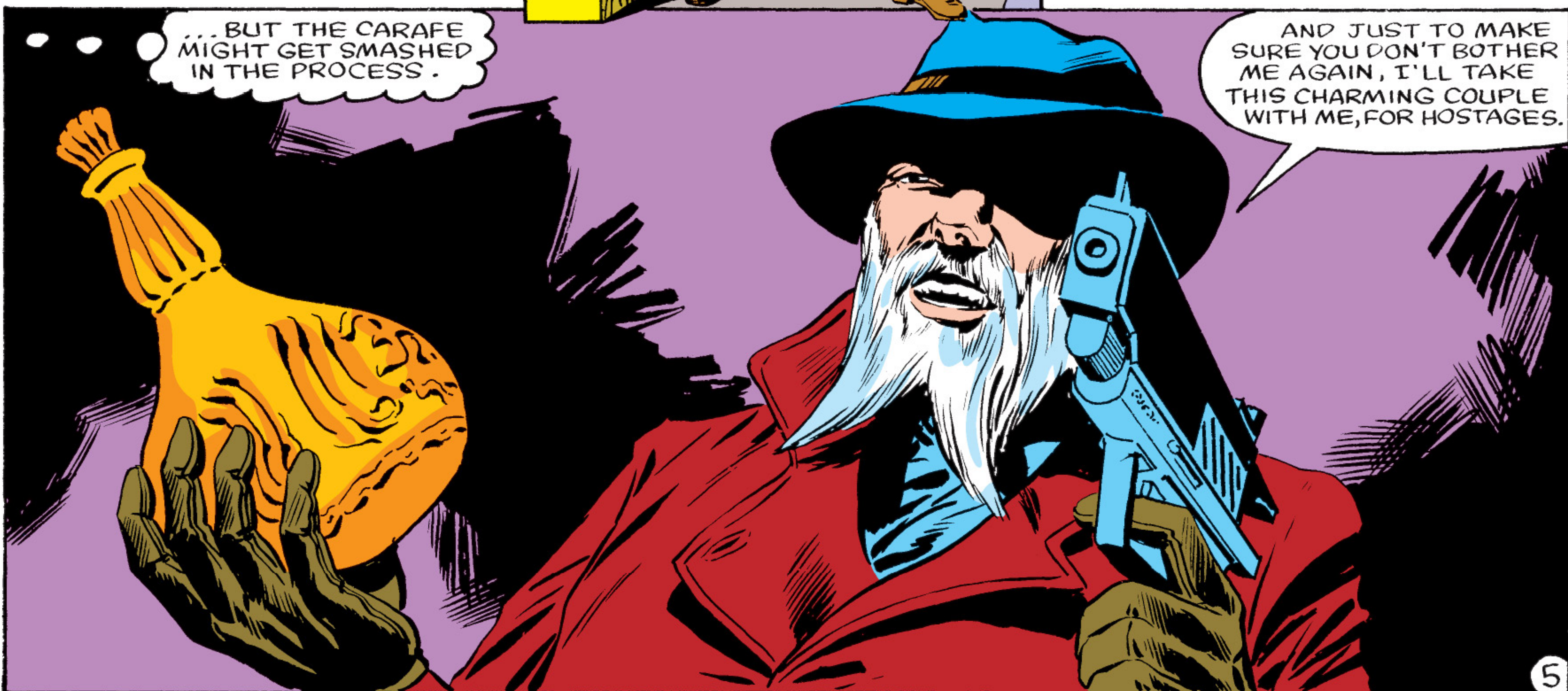
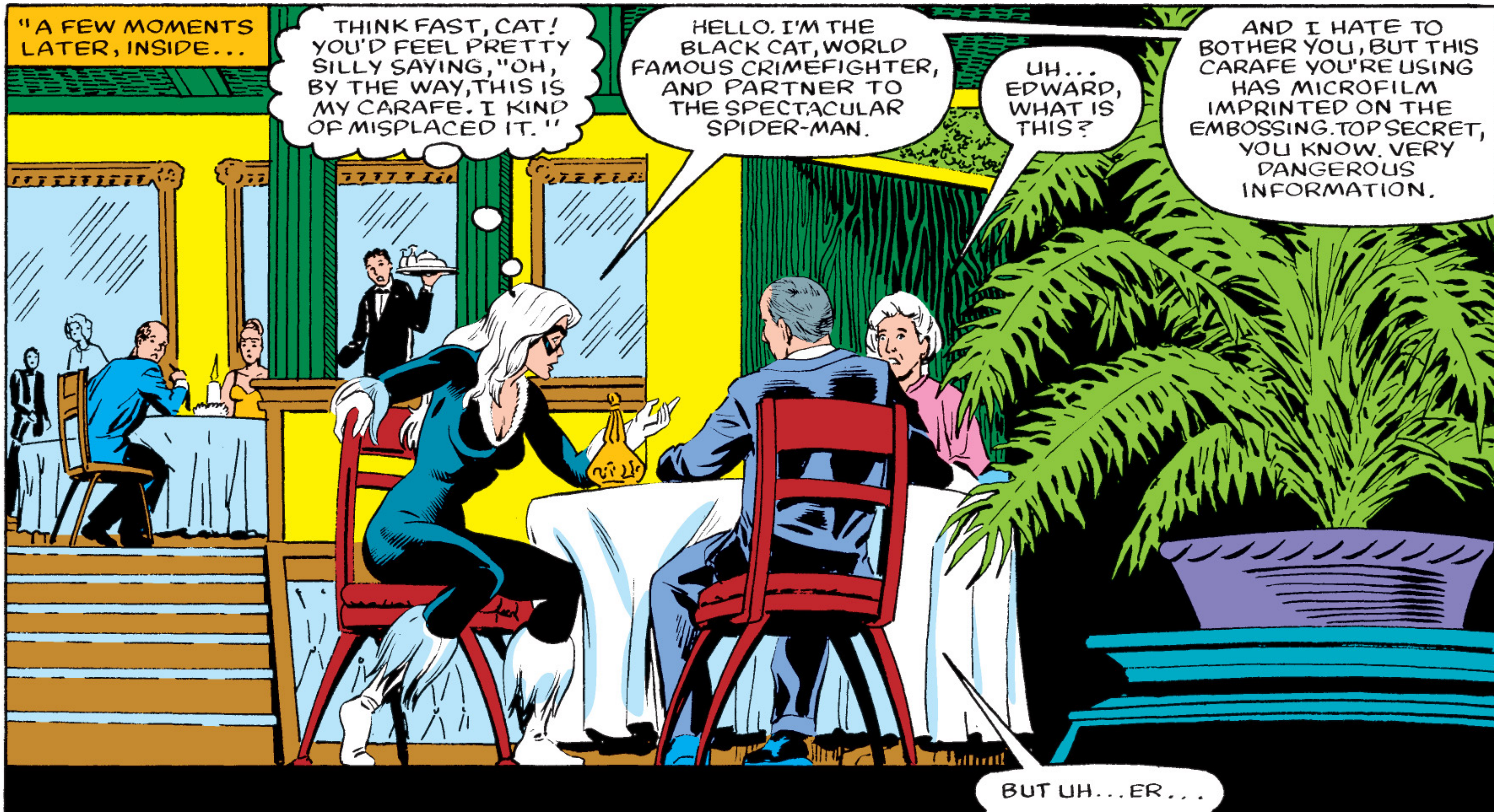


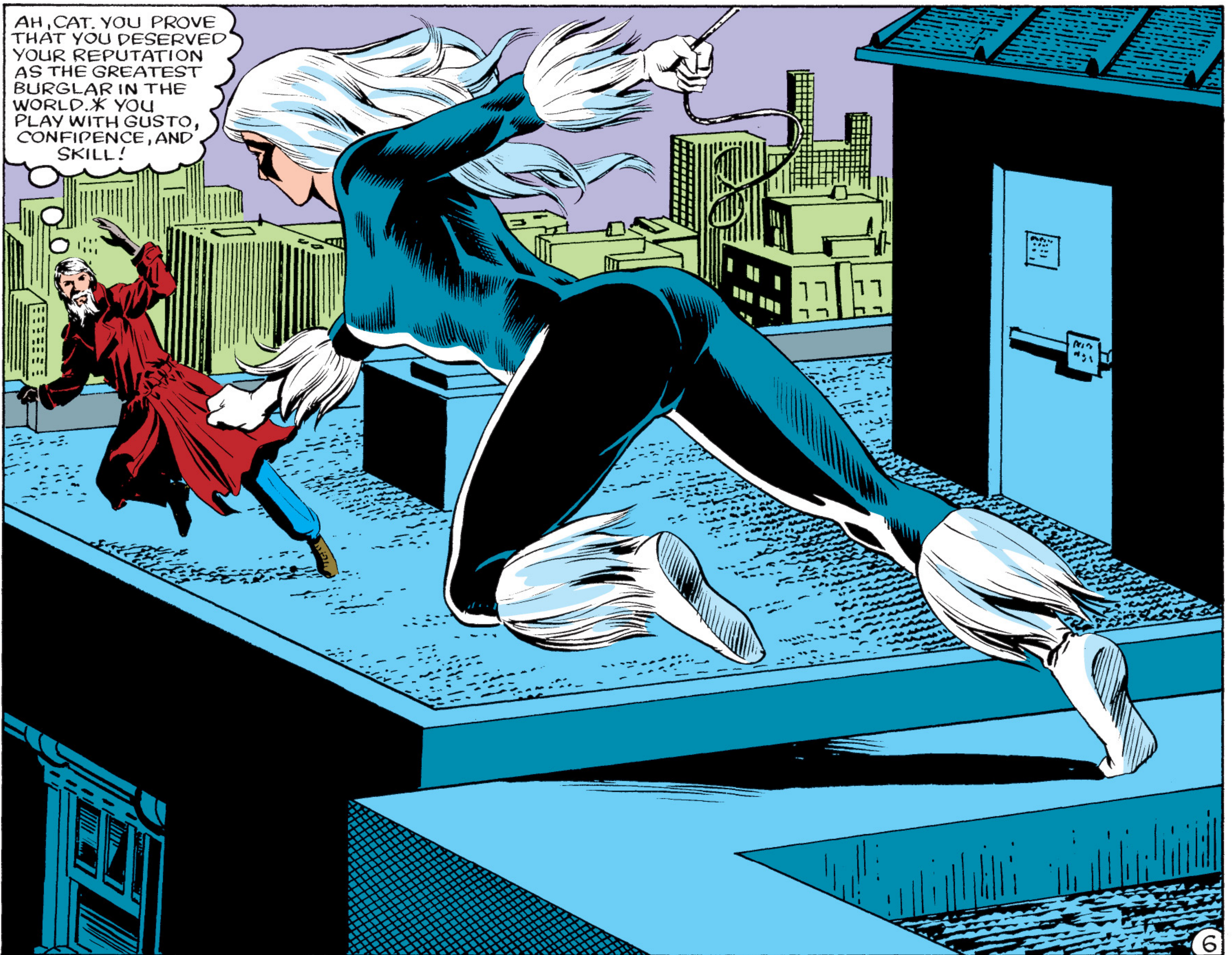
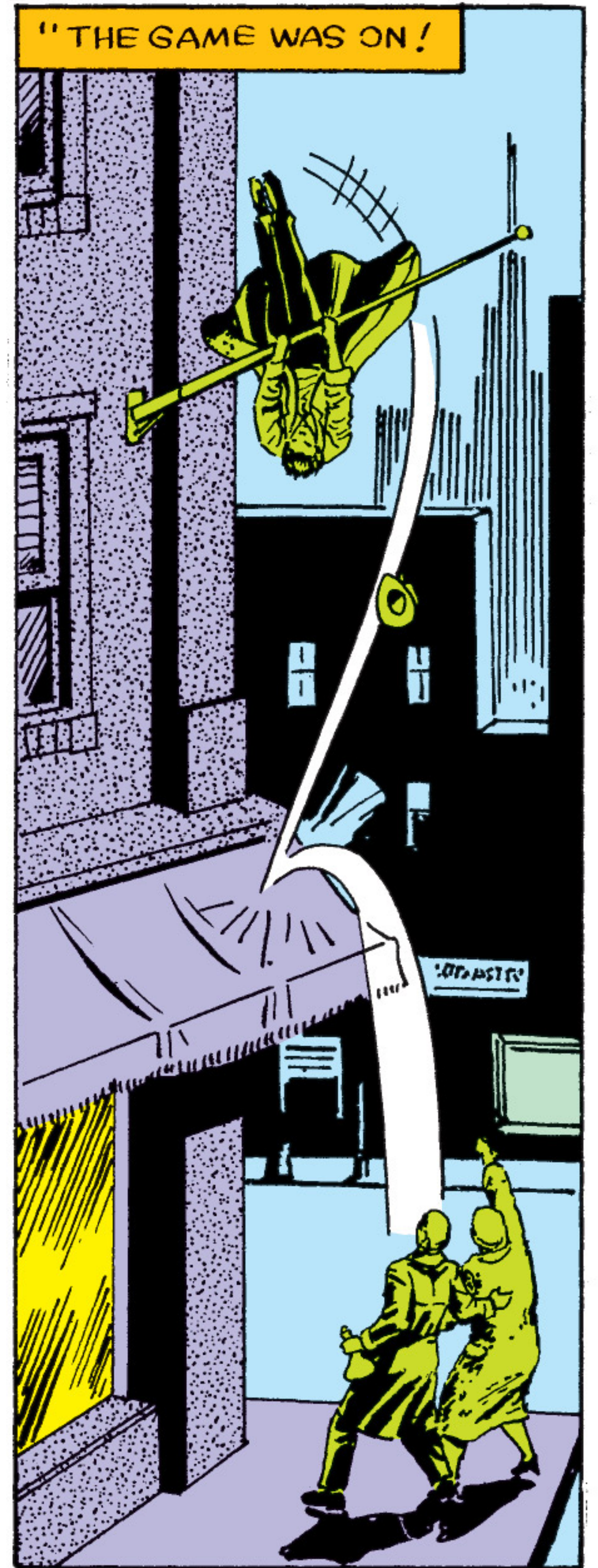
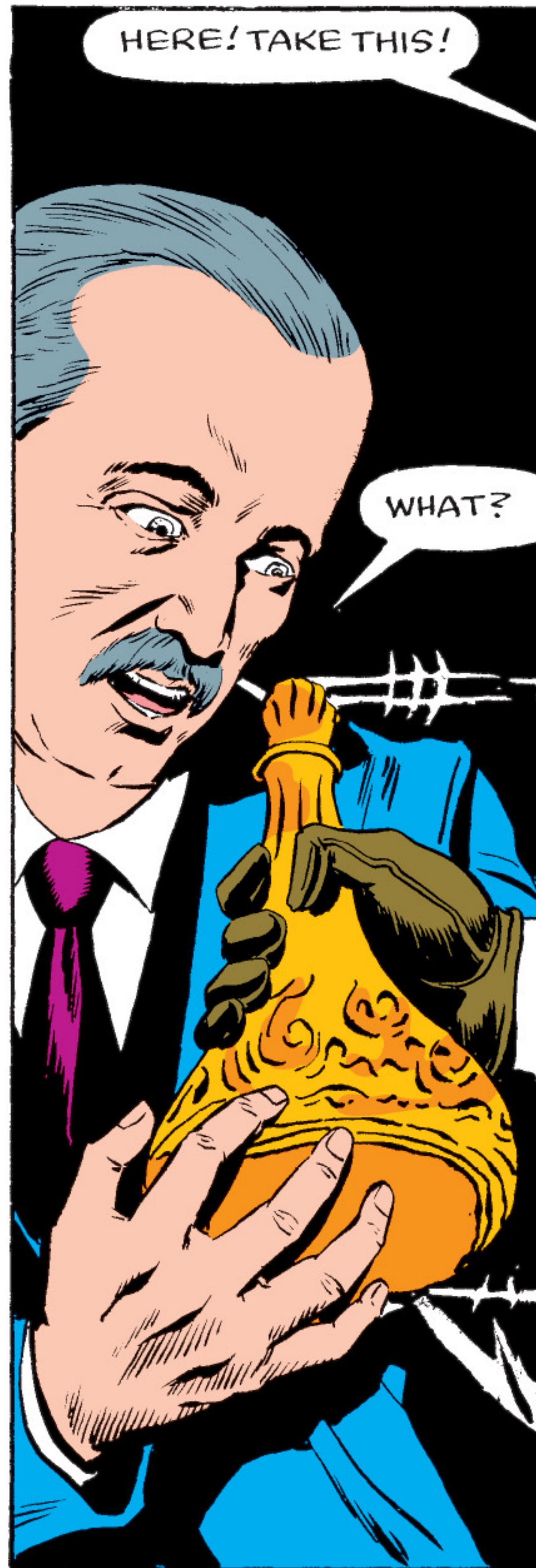
WHEW! IF HE'D GONE
DOWN ON HIS WEBLINE, HE'D
BE BACK TOO SOON. NOW
I'VE BOUGHT MYSELF TIME
TO FIND THAT CARAFE!

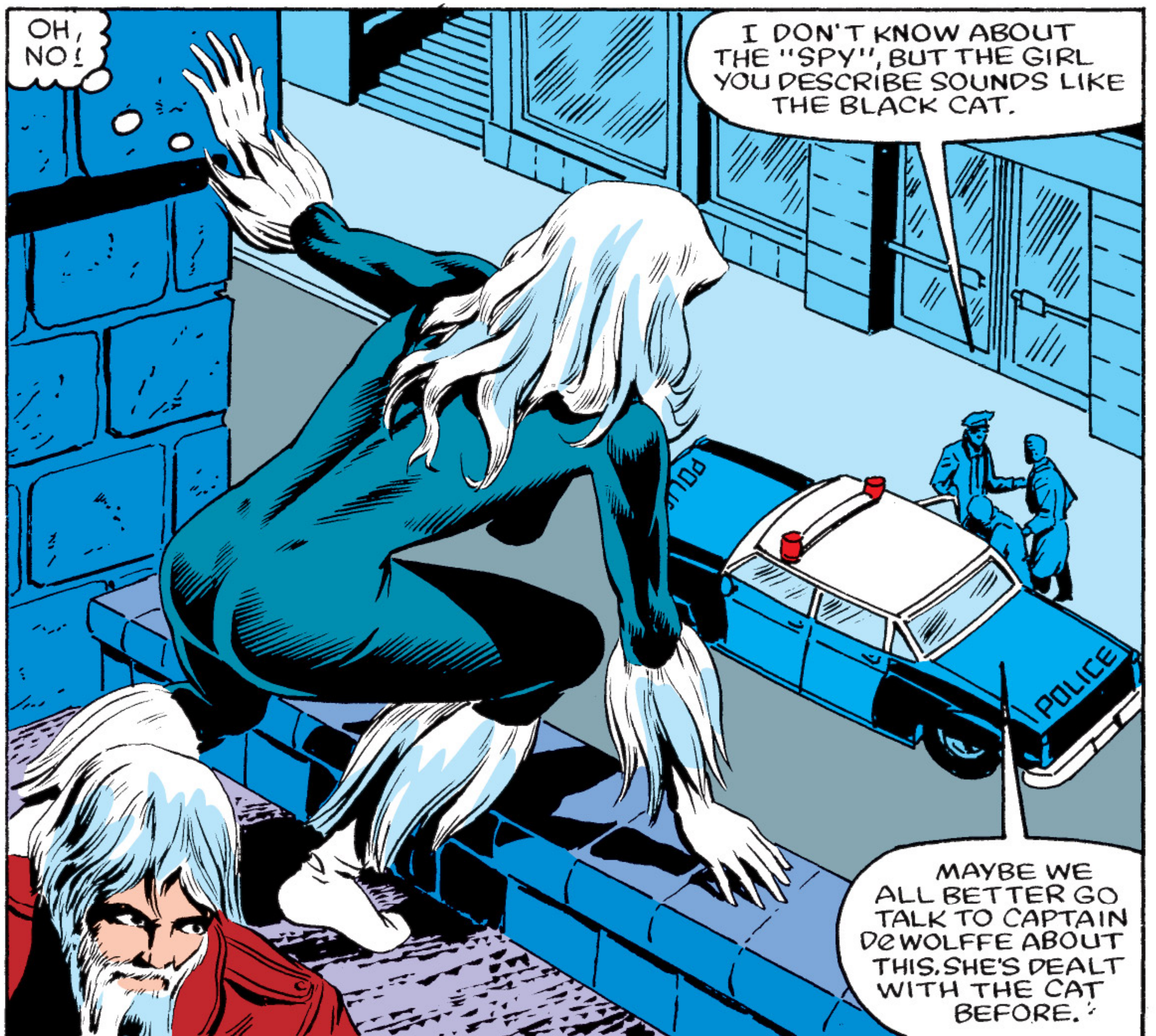
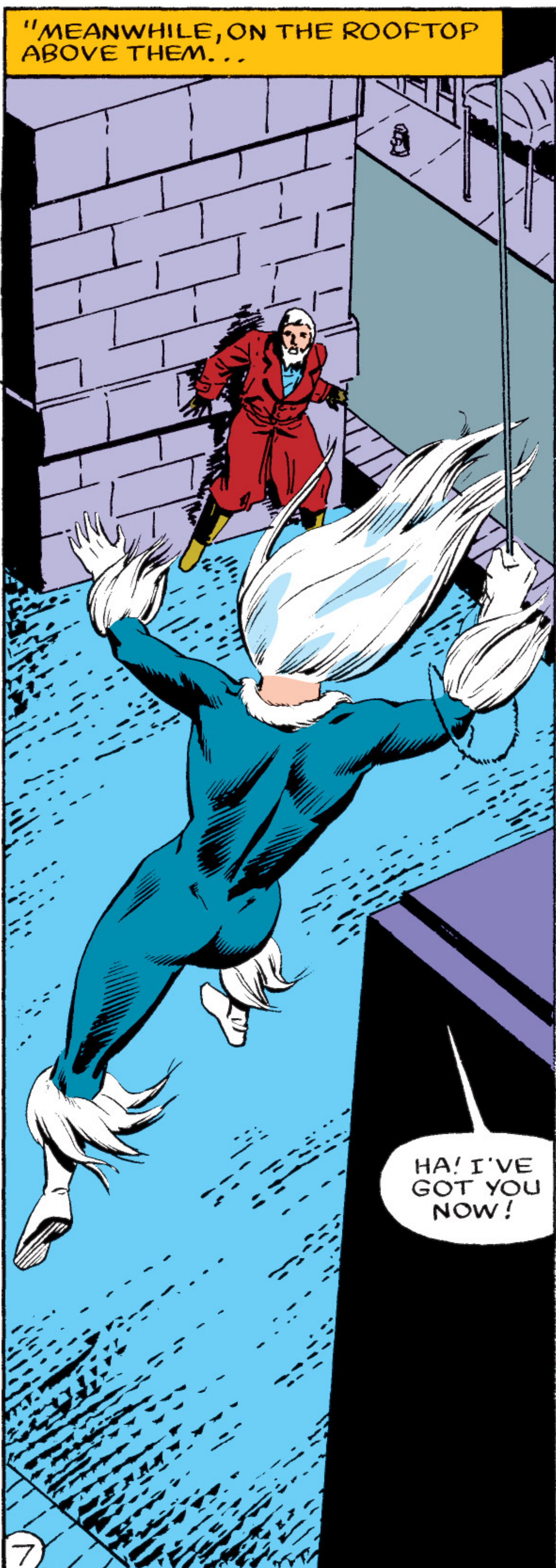


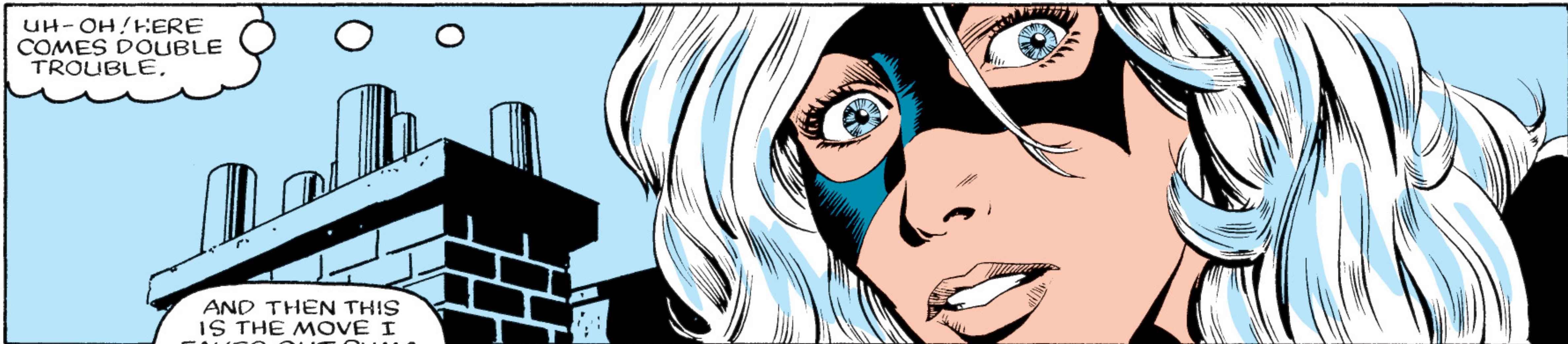
HOW
EMBARRASS-
ING! WOULDN'T
J. JONAH
JAMESON
LOVE TO PUT
THIS ON THE
COVER OF
THE DAILY
BUGLE!





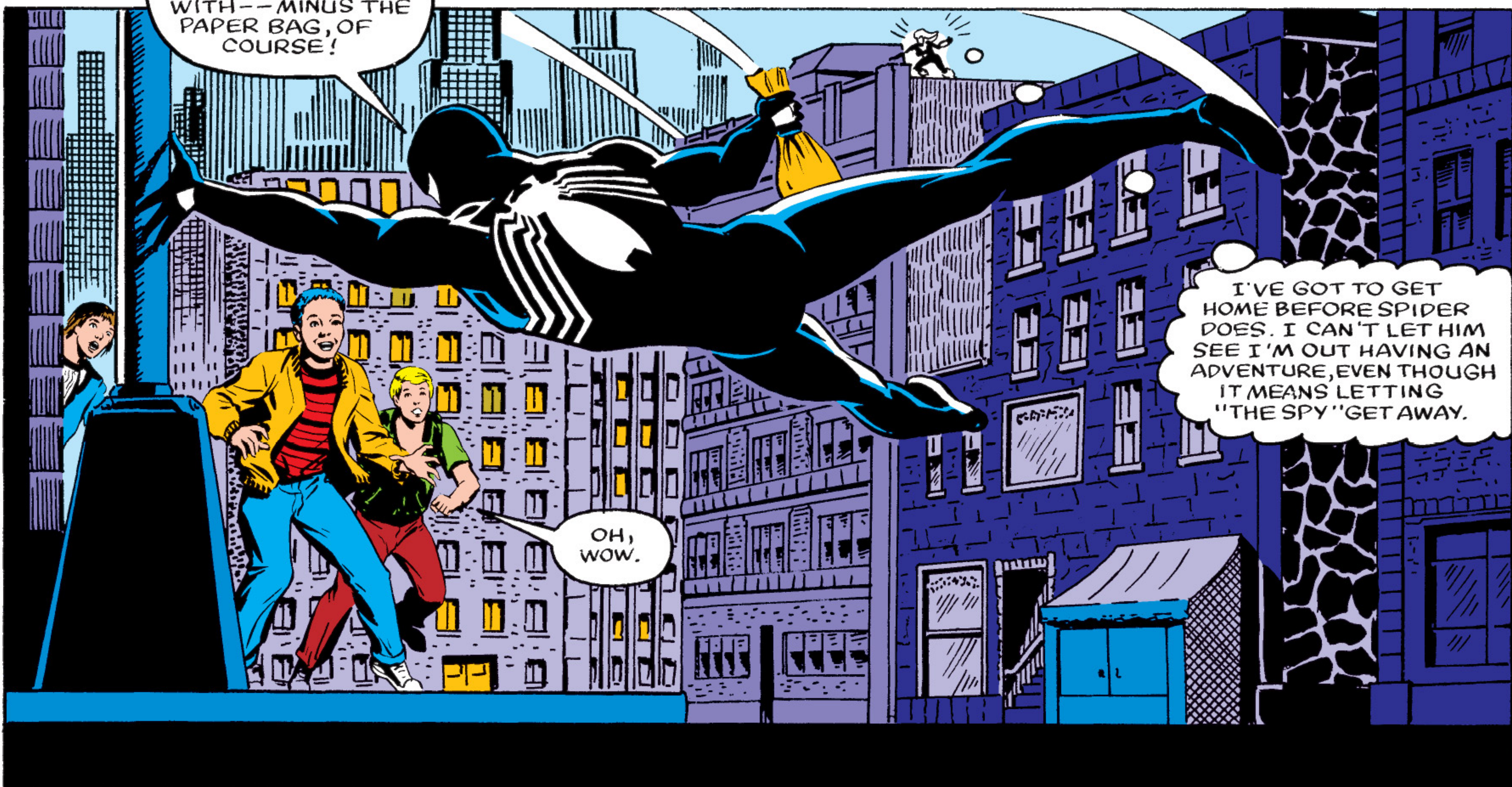






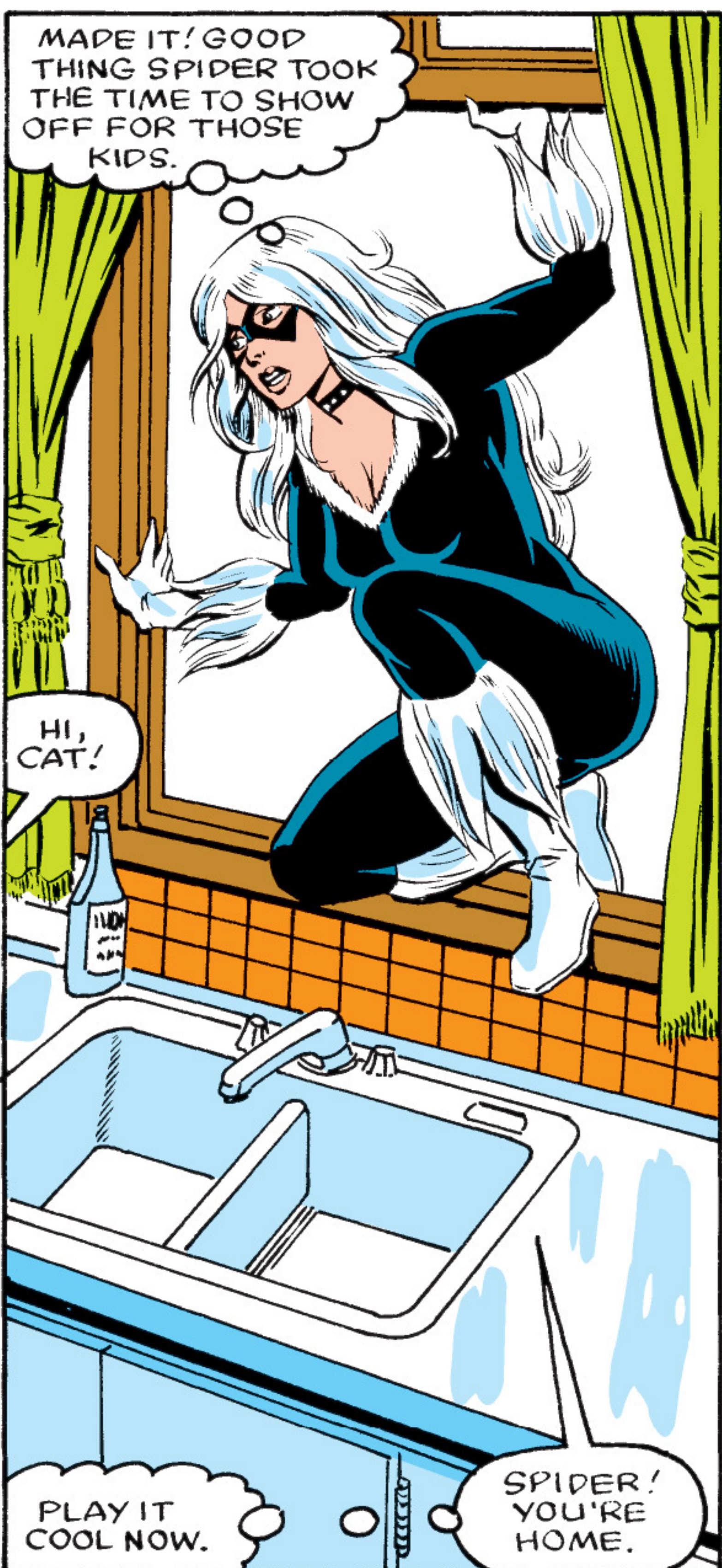
UH-OH! HERE COMES DOUBLE TROUBLE.

AND THEN THIS IS THE MOVE I FAKED OUT PUMA WITH-- MINUS THE PAPER BAG, OF COURSE!



I'VE GOT TO GET HOME BEFORE SPIDER DOES. I CAN'T LET HIM SEE I'M OUT HAVING AN ADVENTURE, EVEN THOUGH IT MEANS LETTING "THE SPY" GET AWAY.

OH, WOW.



MADE IT! GOOD THING SPIDER TOOK THE TIME TO SHOW OFF FOR THOSE KIDS.

HI, CAT!

PLAY IT COOL NOW.

SPIDER! YOU'RE HOME.

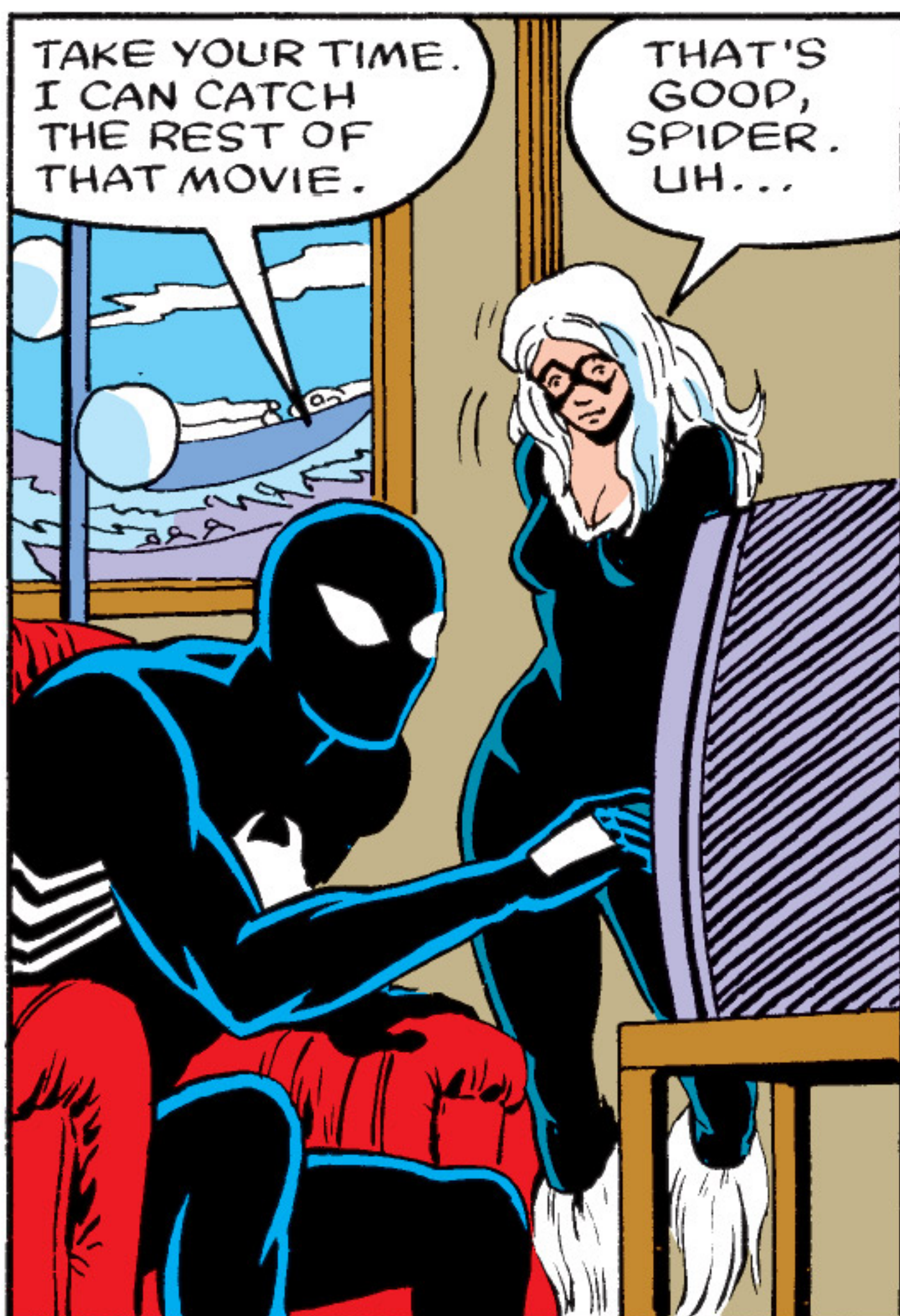


BACK WITH THE GOODS, FELICIA. HOW'S DINNER GOING?

MMMMMM. HAVING A LITTLE TROUBLE, ACTUALLY.

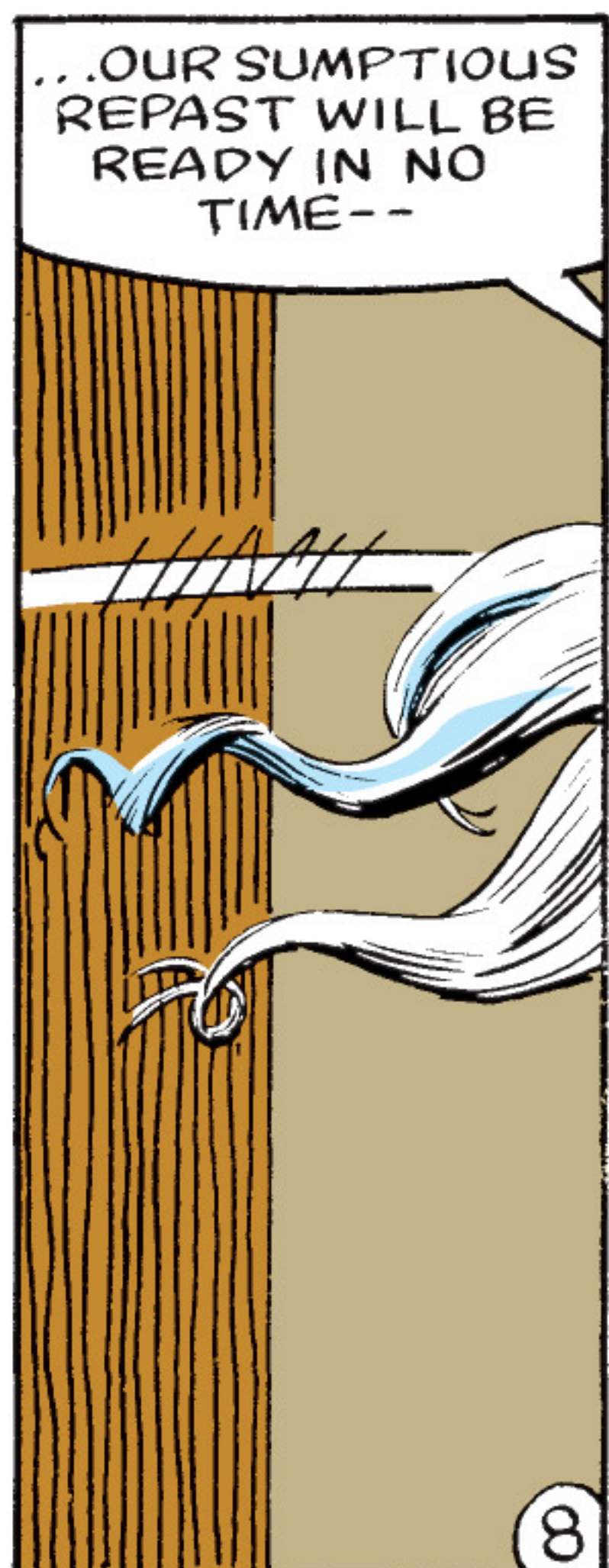


YOU JUST WAIT RIGHT HERE, LOVER, AND DON'T DISTURB ME FOR A LITTLE WHILE.

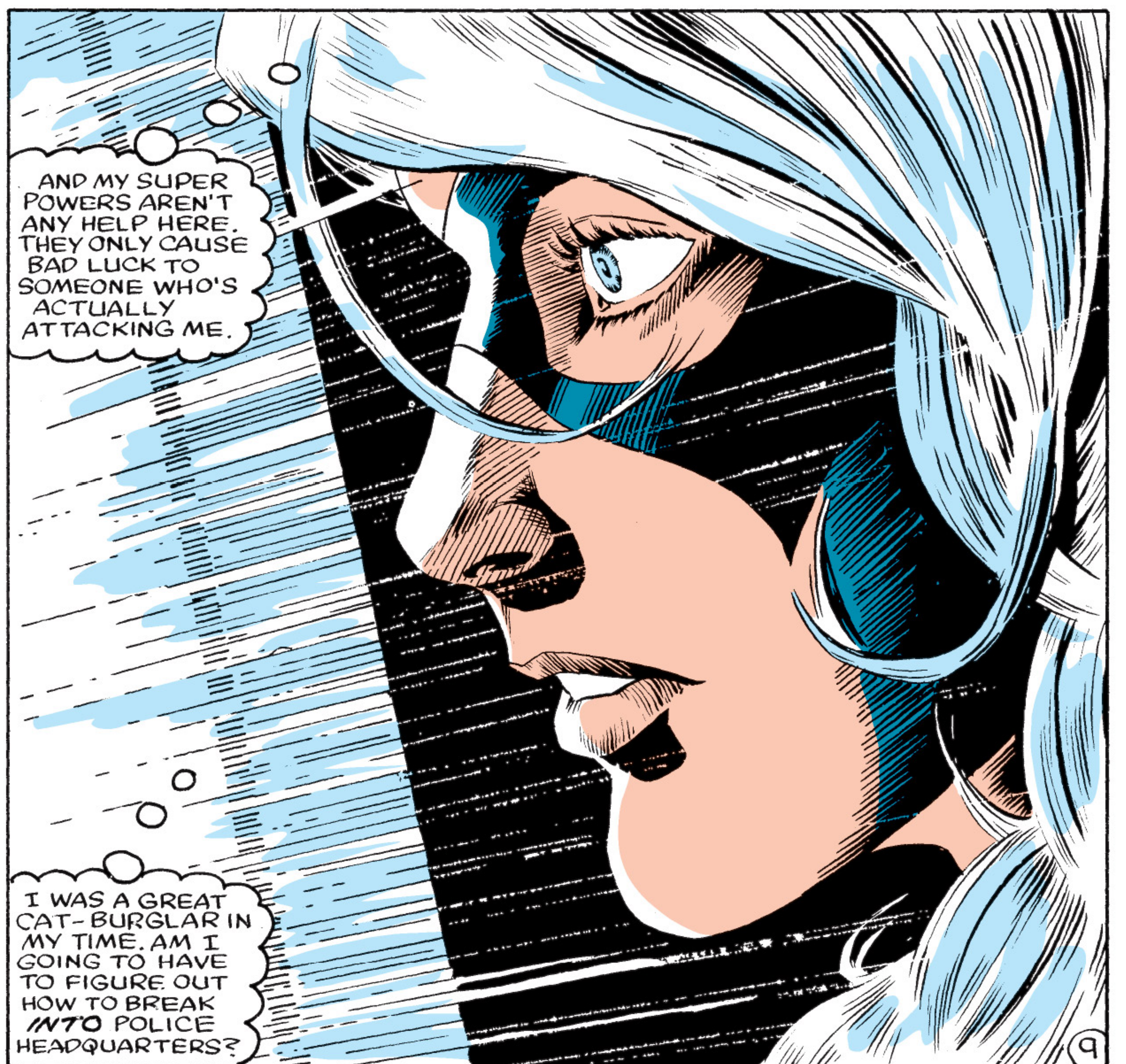
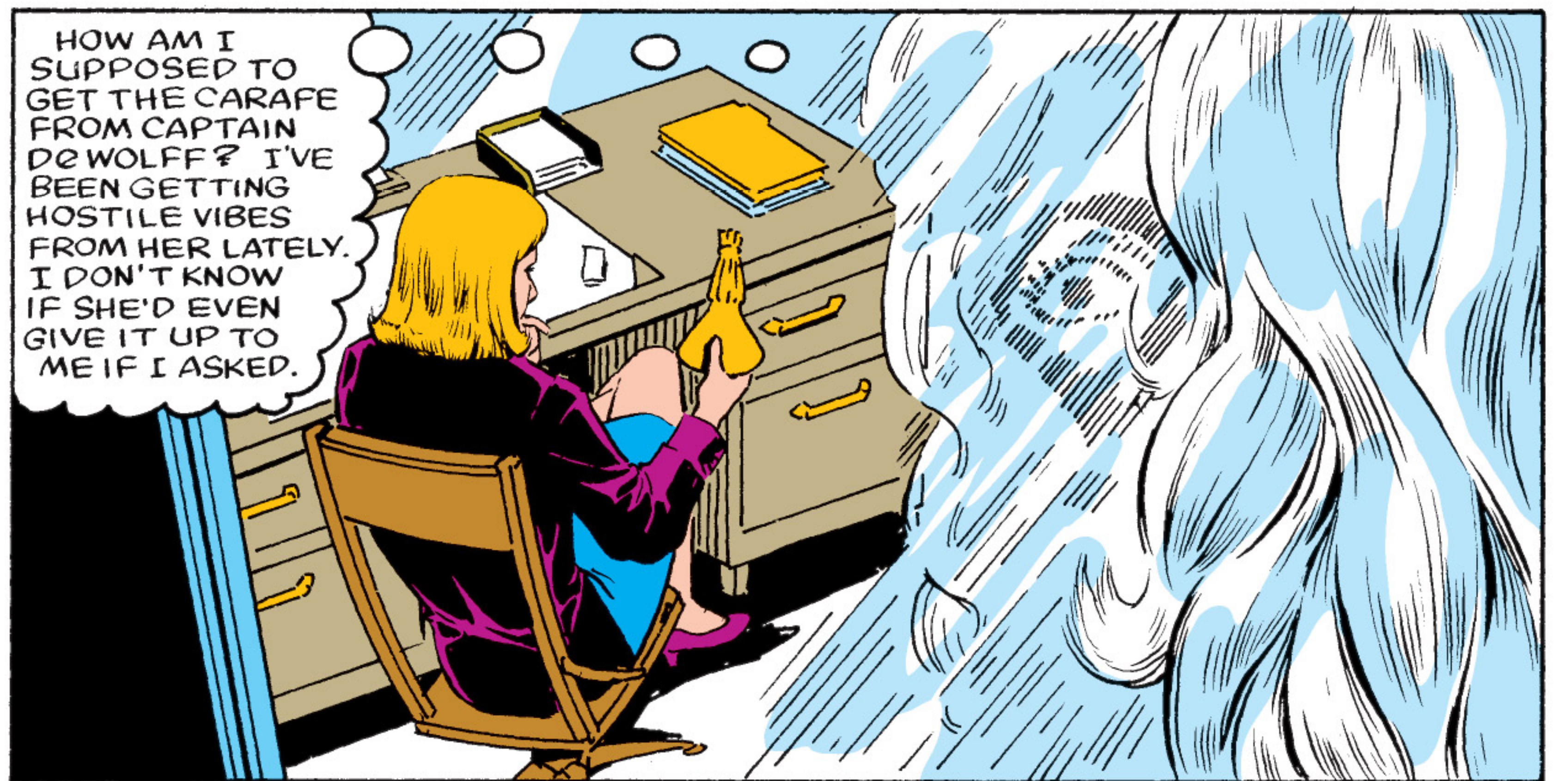
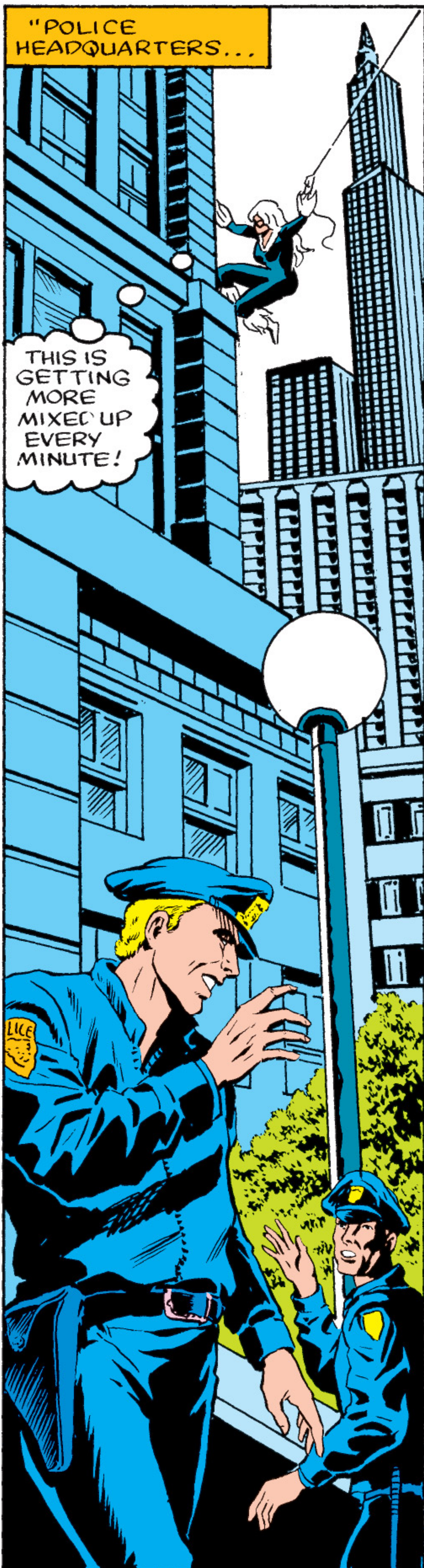
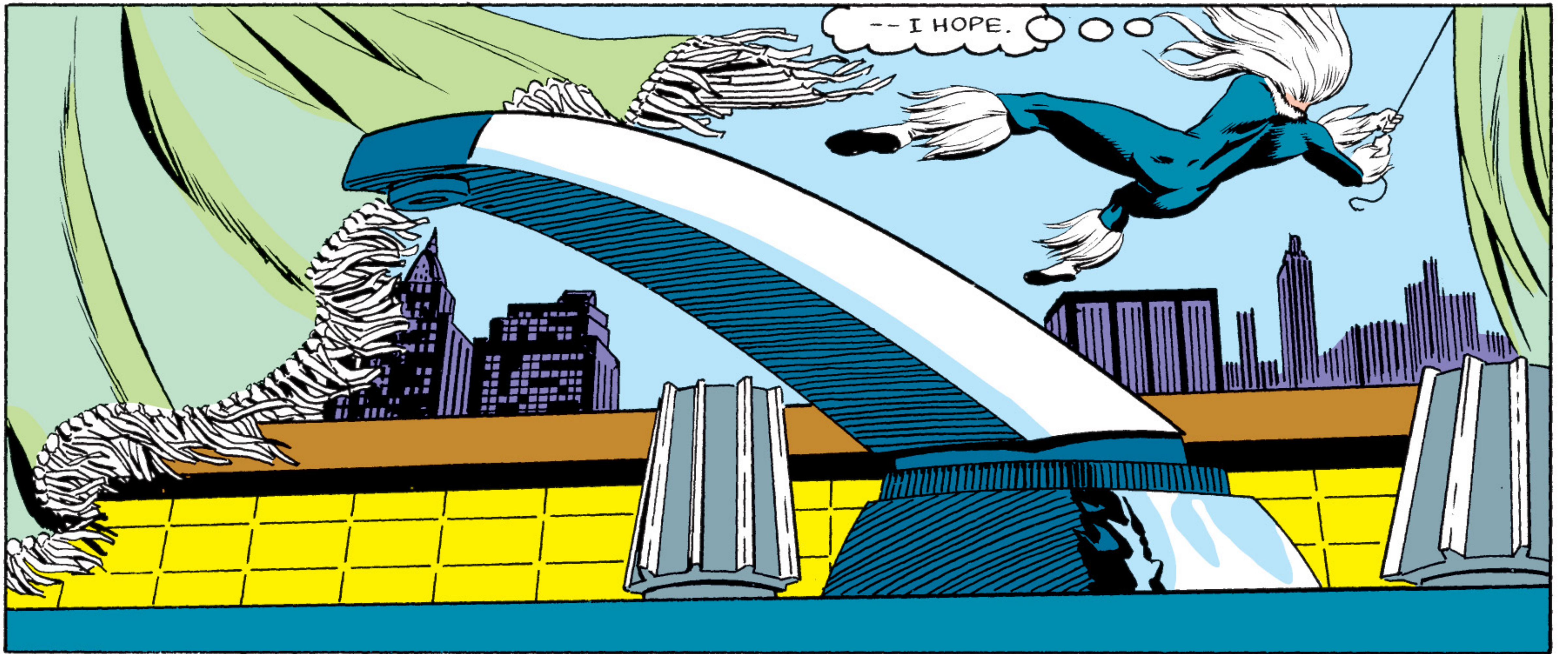


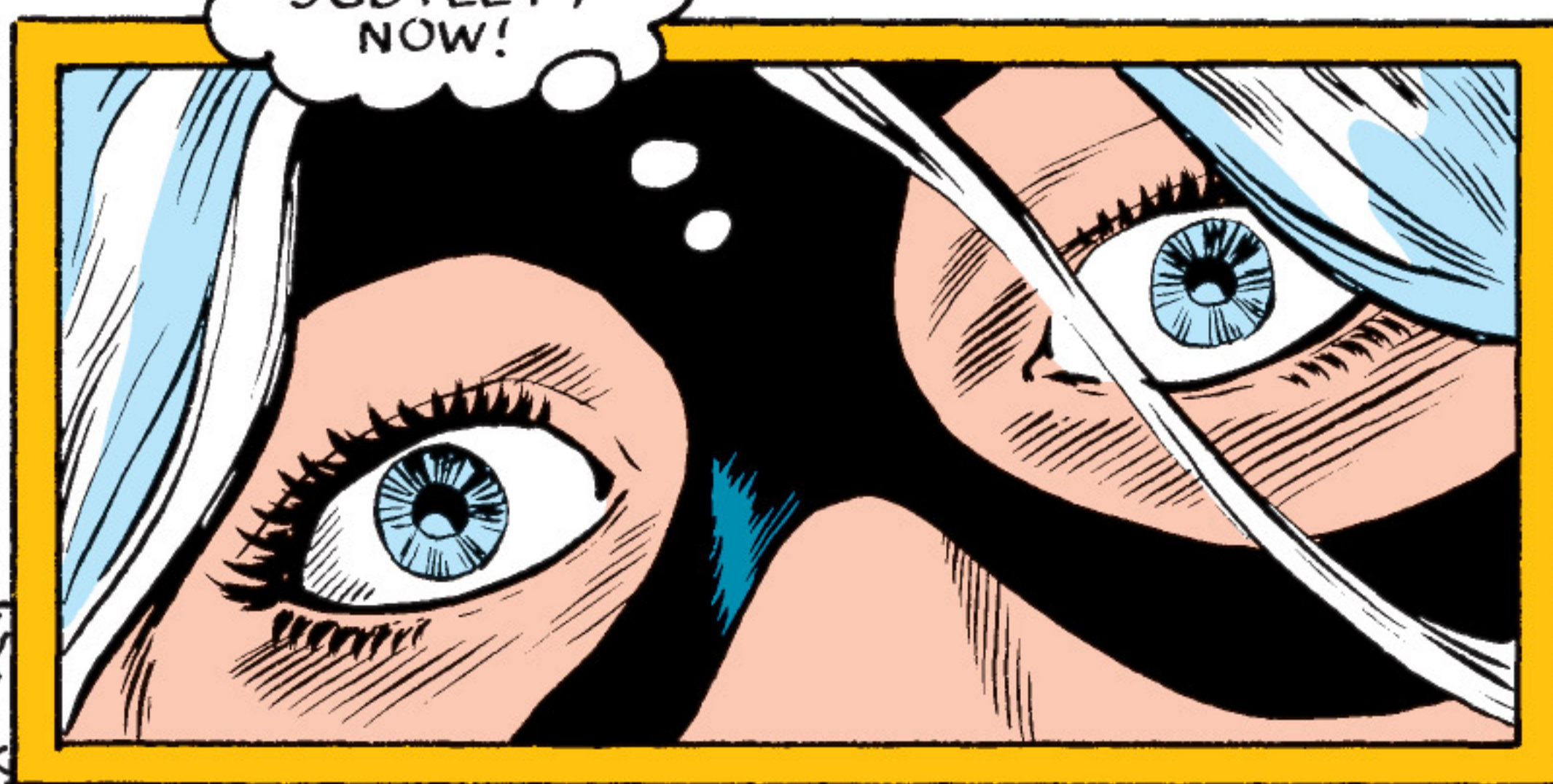
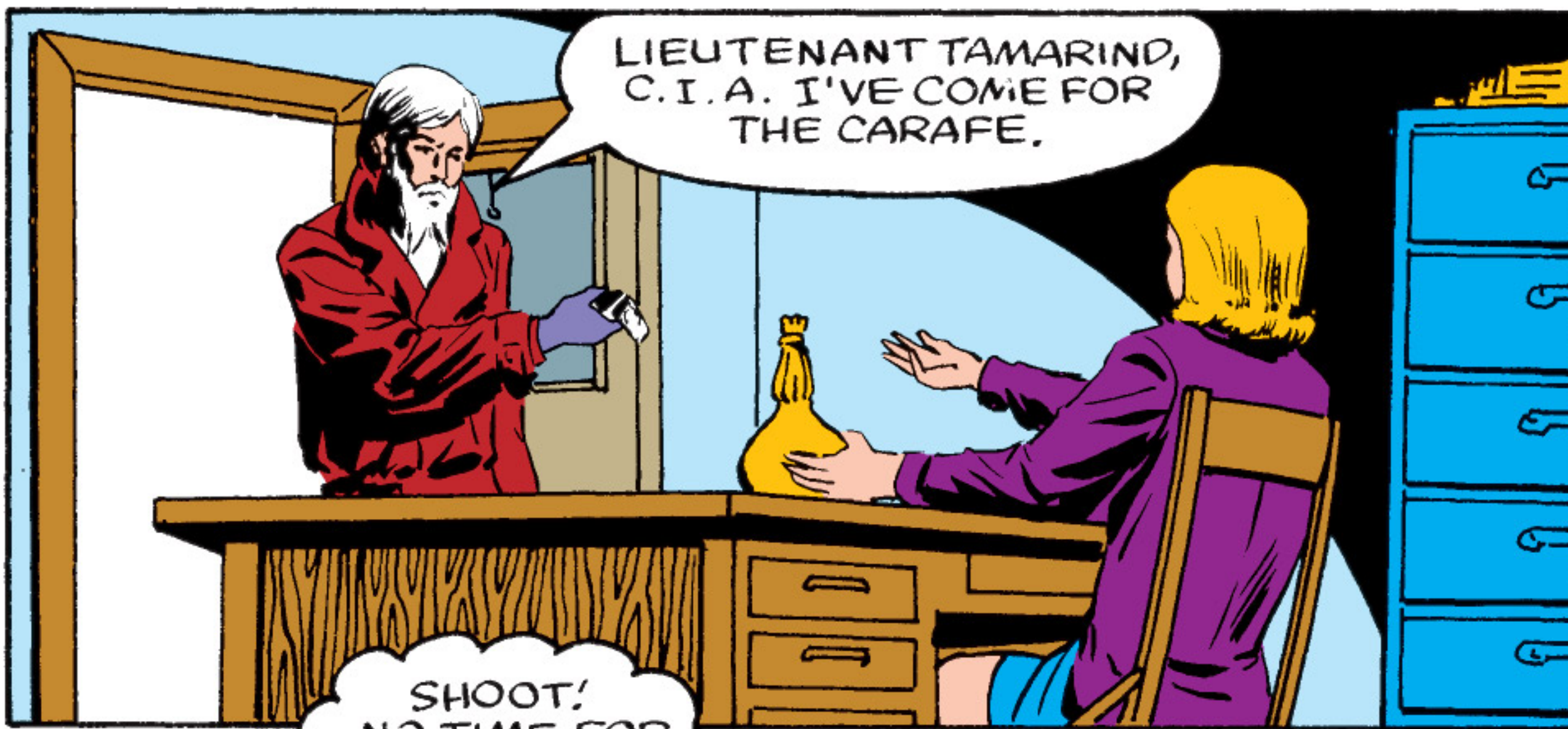
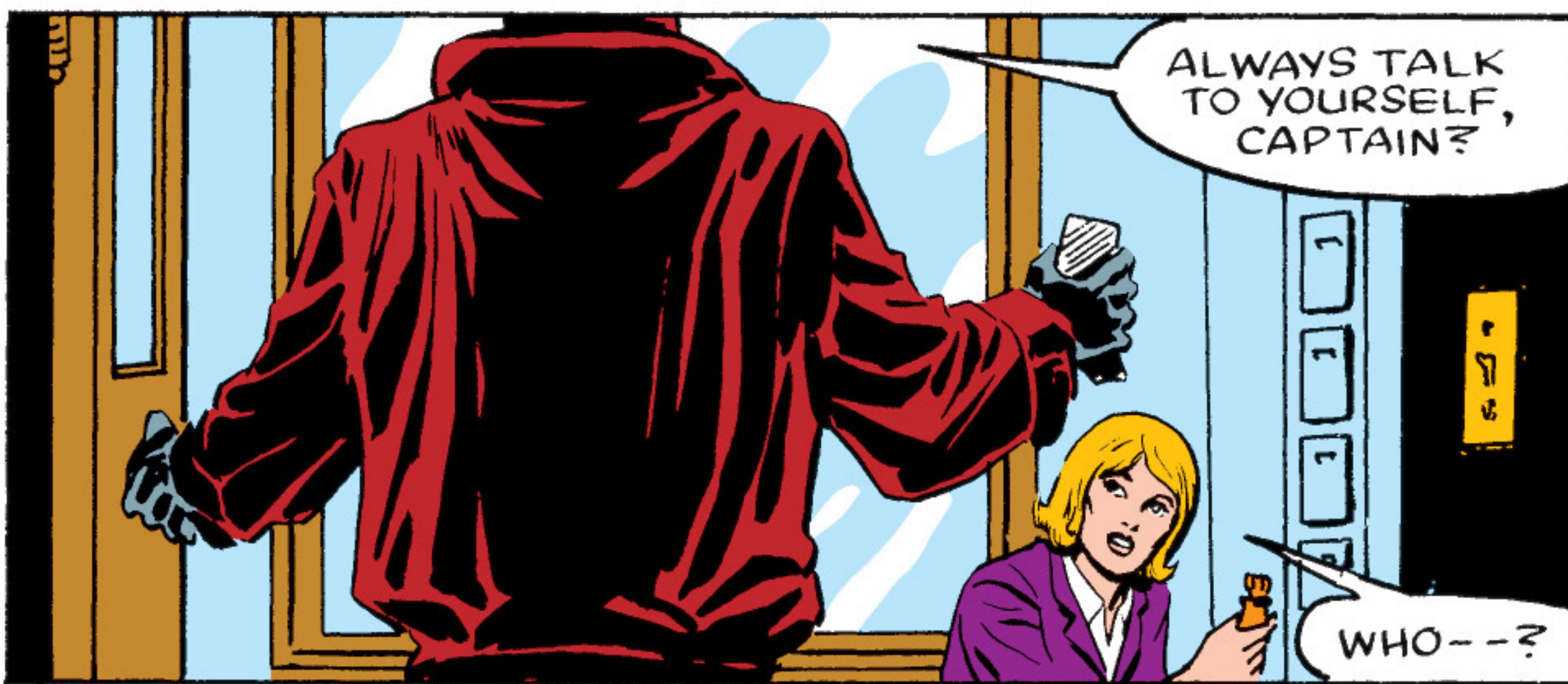
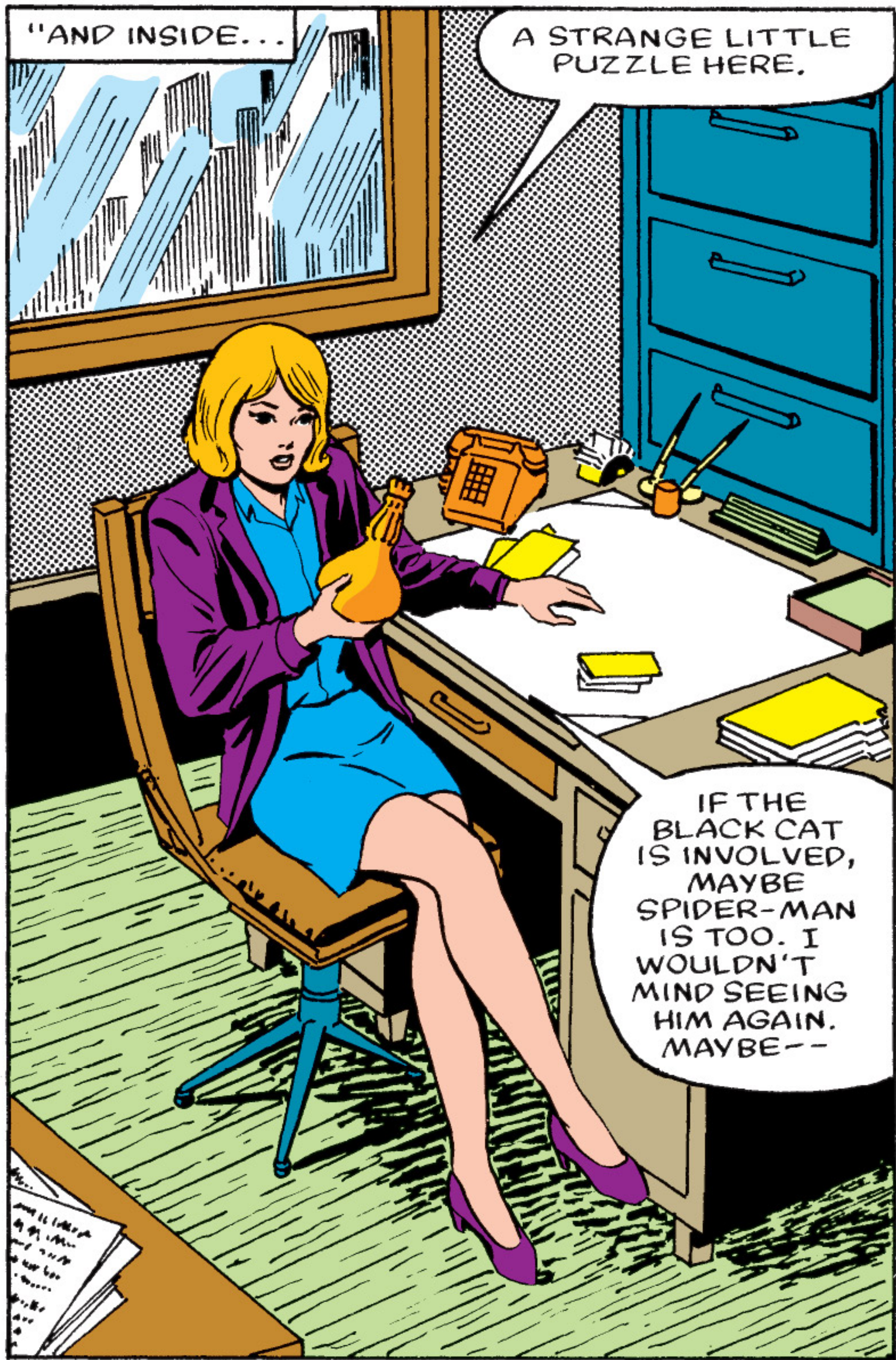
TAKE YOUR TIME. I CAN CATCH THE REST OF THAT MOVIE.

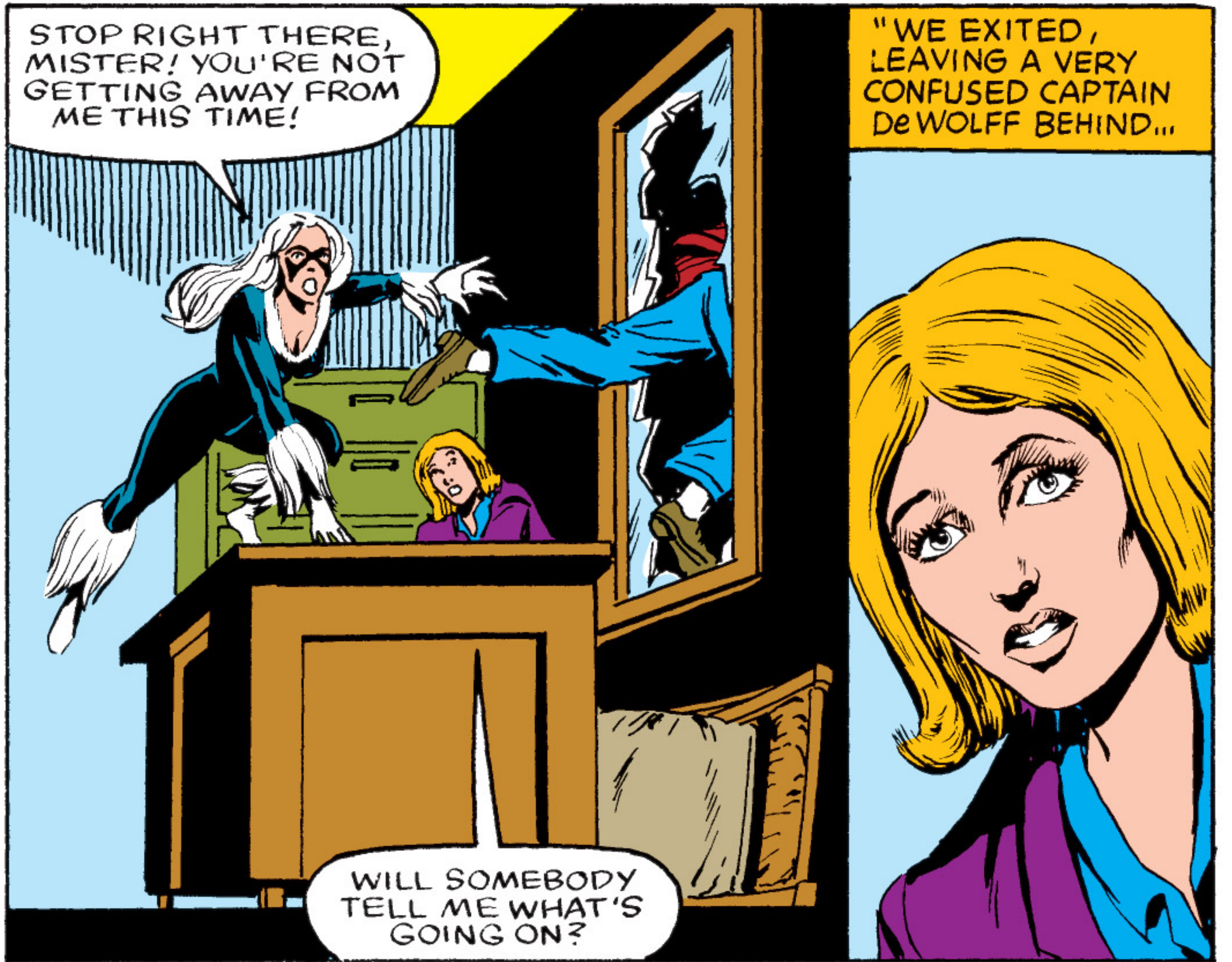
THAT'S GOOD, SPIDER. UH...



...OUR SUMPTIOUS REPAST WILL BE READY IN NO TIME--







"THAT'S RIGHT! IT WAS ME, TAMARA BLAKE, FELICIA'S OLDEST FRIEND, DROPPING BY FOR A NIGHT OF HARMLESS FROLIC..."

FELICIA, THIS WAS JUST SUPPOSED TO BE A LITTLE GAME, LIKE WE USED TO PLAY WHEN WE WERE LEARNING TO BE CAT BURGLARS TOGETHER.

I DIDN'T MEAN FOR THIS TO HAPPEN. BUT IT'S NOT ANYTHING TO MAKE SUCH A BIG FUSS OVER!

OH, TAMMY, YOU DON'T UNDERSTAND! IT'S NOT JUST THAT.

IT'S KEEPING ALL THESE SECRETS FROM SPIDER!

I HAVE THESE SUPER POWERS, AND I CAN'T TELL HIM ABOUT IT BECAUSE I GOT THEM FROM HIS GREATEST ENEMY!

I LOVE HIM. I REALLY DO. BUT I DON'T KNOW HOW TO TALK TO HIM HALF THE TIME!

OH, FELICIA...

"I TOOK FELICIA HOME THEN. SHE SNUCK BACK IN THE WINDOW, AND I SHOWED UP AT THE FRONT DOOR A FEW MINUTES LATER, PLAYING THE 'UNEXPECTED VISITOR!'"

"BUT I WAS WORRIED FOR FELICIA WHEN I LEFT HER. SHE USED TO BE SO CARE-FREE, WILD, AND SELF-RELIANT, LIKE A STRAY CAT. WHAT'S HAPPENED TO HER?"

"THE THREE OF US HAD A WONDERFUL TIME THAT NIGHT. AND, YOU KNOW, SPIDER-MAN NEVER EVEN ASKED ABOUT THE CARAFE."

"I HOPE SHE FINDS HAPPINESS WITH SPIDER-MAN. I TRULY DO, BUT I CAN'T HELP BUT WONDER."

END